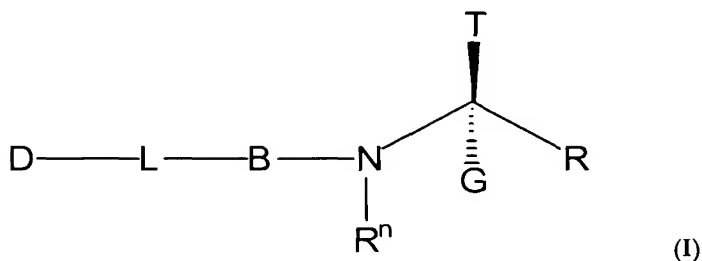


WHAT IS CLAIMED IS:

1) A compound represented by structural formula (I)



5 where

D is a mono-, bi-, or tricyclic saturated, unsaturated, or aromatic ring, each

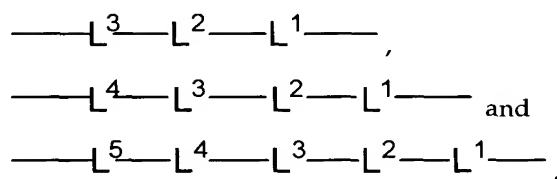
ring having 5-, 6- or 7 atoms in the ring where the atoms in the ring are carbon or from one to four heteroatoms selected from the group

nitrogen,

10 oxygen, and sulfur, where any carbon or sulfur ring atom may optionally be

oxidized, each ring substituted with 0-3 R^d ;

L is a bivalent linking group selected from the group



15

where

L^1 is selected from oxo (-O-), $S(O)_s$, $C(=O)$, $CR^1R^{1'}$, CR^1 , het, NR^n and N,

L^2 is selected from oxo (-O-), $S(O)_s$, $C(=O)$, $C(=N-O-R^0)$, $CR^2R^{2'}$, CR^2 , het, NR^n and N,

L^3 is selected from oxo (-O-), $S(O)_s$, $C(=O)$, $C(=N-O-R^0)$, $CR^3R^{3'}$, CR^3 , het, NR^n and N,

20 L^4 is absent or is selected from oxo (-O-), $S(O)_s$, $C(=O)$, $C(=N-O-R^0)$, $CR^4R^{4'}$, CR^4 , NR^n and N, and

L^5 is absent or is selected from oxo (-O-), $S(O)_s$, $C(=O)$, $CR^5R^{5'}$, CR^5 , NR^n and N, provided that

only one of $L^1 - L^3$ may be het and that when one of $L^1 - L^3$ is het the other $L^1 - L^5$ may be absent, where

R^1 , $R^{1'}$, R^2 , $R^{2'}$, R^3 , $R^{3'}$, R^4 , $R^{4'}$, R^5 and $R^{5'}$ each are independently selected from R^a , R^c and U-Q-V-W,

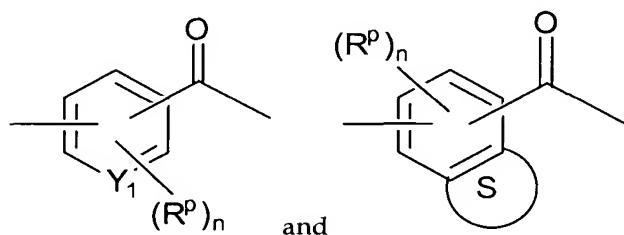
25

optionally, R^2 and $R^{2'}$ separately or together may form a saturated, unsaturated or aromatic fused ring with B through a substituent R^p on B, the fused ring containing 5, 6 or 7 atoms in the ring and

optionally containing 1-3 heteroatoms selected from the group O, S and N, where any S or N may optionally be oxidized;

optionally, R^3 and $R^{3'}$ separately or together and R^4 and $R^{4'}$ separately or together may form a saturated, unsaturated or aromatic fused ring with D through a substituent R^d on D, the fused ring containing 5, 6 or 7 atoms in the ring and optionally containing 1-3 heteroatoms selected from the group O, S and N, where any S or N may optionally be oxidized;

also optionally, each $R^1-R^{5'}$, NR^n or N in L^1-L^5 together with any other $R^1-R^{5'}$, NR^n or N in L^1-L^5 may form a 5, 6 or 7 member homo- or heterocycle either saturated, unsaturated or aromatic optionally containing 1-3 additional heteroatoms selected from N, O and S, where any carbon or sulfur ring atom may optionally be oxidized, each cycle substituted with 0-3 R^d ; and where s is 0-2; B is selected from the group



where



is a fused hetero- or homocyclic ring containing 5, 6 or 7 atoms, the ring being unsaturated, partially saturated or aromatic, the heteroatoms selected from 1-3 O, S and N,

Y_1 is selected from CH and NR^n ;

n is 0-3:

G is selected from hydrogen and C_1-C_6 alkyl, optionally G taken together with T may form a C_3-C_6 cycloalkyl optionally substituted with -V-W;

T is selected from the group

a naturally occurring α -amino-acid side chain,
and U-Q-V-W;

U is an optionally substituted bivalent radical selected from the group

C_1-C_6 alkyl,

C_0-C_6 alkyl-Q,

C_2-C_6 alkenyl-Q, and

C_2-C_6 alkynyl-Q:

where the substituents on any alkyl, alkenyl or alkynyl are 1-3 R^a;

Q is absent or is selected from the group

-O-,

-S(O)_s-,

5 -SO₂-N(Rⁿ)-,

-N(Rⁿ)-,

-N(Rⁿ)-C(=O)-,

-N(Rⁿ)-C(=O)-N(Rⁿ)-,

-N(Rⁿ)-C(=O)-O-,

10 -N(Rⁿ)-SO₂-,

-C(=O)-,

-C(=O)-O-,

-het-,

-C(=O)-N(Rⁿ)-,

15 -O-C(=O)-N(Rⁿ)-,

-PO(OR^c)O- and

-P(O)O-;

where

s is 0-2 and

20 het is a mono- or bicyclic 5, 6, 7, 9 or 10 member heterocyclic ring, each ring containing 1-4 heteroatoms selected from N, O and S, where the heterocyclic ring may be saturated, partially saturated, or aromatic and any N or S being optionally oxidized, the heterocyclic ring being substituted with 0-3 R^h;

V is absent or is an optionally substituted bivalent group selected from

25 C₁-C₆ alkyl,

C₃-C₈ cycloalkyl,

C₀-C₆ alkyl-C₆-C₁₀ aryl, and

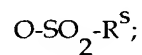
C₀-C₆ alky-het;

where the substituents on any alkyl are 1-3 R^a and the substituents on any aryl or het are 1-

30 3 R^d;

W is selected from the group

- hydrogen,
 OR^O ,
 SR^m ,
 $NR^nR^{n'}$,
- 5 $NH-C(=O)-O-R^C$,
 $NH-C(=O)-NR^nR^{n'}$,
 $NH-C(=O)-R^C$,
 $NH-SO_2-R^S$,
 $NH-SO_2-NR^nR^{n'}$,
- 10 $NH-SO_2-NH-C(=O)-R^C$,
 $NH-C(=O)-NH-SO_2-R^S$,
 $C(=O)-NH-C(=O)-O-R^C$,
 $C(=O)-NH-C(=O)-R^C$,
 $C(=O)-NH-C(=O)-NR^nR^{n'}$,
- 15 $C(=O)-NH-SO_2-R^S$,
 $C(=O)-NH-SO_2-NR^nR^{n'}$,
 $C(=S)-NR^nR^{n'}$,
 SO_2-R^S ,
 SO_2-O-R^S ,
- 20 $SO_2-NR^nR^{n'}$,
 $SO_2-NH-C(=O)-O-R^C$,
 $SO_2-NH-C(=O)-NR^nR^{n'}$,
 $SO_2-NH-C(=O)-R^C$,
 $O-C(=O)-NR^nR^{n'}$,
- 25 $O-C(=O)-R^C$,



R is selected from

- 5 $\text{C}(=\text{O})-\text{R}^{\text{Z}},$
 $\text{C}(=\text{O})-\text{H},$
 $\text{CH}_2(\text{OH})$ and
 $\text{CH}_2\text{O}-\text{C}(=\text{O})-\text{C}_1-\text{C}_6 \text{ alkyl};$

R^{a} is $\text{R}^{\text{a}'}$ or $\text{R}^{\text{a}''}$ substituted with 1-3 $\text{R}^{\text{a}'}$; where

- 10 $\text{R}^{\text{a}'}$ is selected from the group

hydrogen,
 halo(F, Cl, Br, I),
 cyano,
 isocyanate,
 15 carboxy,
 carboxy- C_1-C_{11} alkyl,
 amino,
 amino- C_1-C_8 alkyl,
 aminocarbonyl,
 20 carboxamido,
 carbamoyl,
 carbamoyloxy,
 formyl,
 formyloxy,
 25 azido,
 nitro,
 imidazoyle,
 ureido,
 thioureido,
 30 thiocyanato,
 hydroxy,
 C_1-C_6 alkoxy,
 mercapto,

sulfonamido,
 het,
 phenoxy,
 phenyl,
 5 benzamido,
 tosyl,
 morpholino,
 morpholinyl,
 10 piperazinyl,
 piperidinyl,
 pyrrolinyl.
 imidazolyl and
 indolyl;

$R^{a''}$ is selected from the group

15 C_0-C_{10} alkyl-Q- C_0-C_6 alkyl,
 C_0-C_{10} alkenyl-Q- C_0-C_6 alkyl,
 C_0-C_{10} alkynyl-Q- C_0-C_6 alkyl,
 C_3-C_{11} cycloalkyl-Q- C_0-C_6 alkyl,
 C_3-C_{10} cycloalkenyl-Q- C_0-C_6 alkyl,
 20 C_1-C_6 alkyl- C_6-C_{12} aryl-Q- C_0-C_6 alkyl,
 C_6-C_{10} aryl- C_1-C_6 alkyl-Q- C_0-C_6 alkyl,
 C_0-C_6 alkyl-het-Q- C_0-C_6 alkyl,
 C_0-C_6 alkyl-Q-het- C_0-C_6 alkyl,
 het- C_0-C_6 alkyl-Q- C_0-C_6 alkyl,
 25 C_0-C_6 alkyl-Q- C_6-C_{12} aryl and
 -Q- C_1-C_6 alkyl;

R^C is selected from hydrogen and substituted or unsubstituted

C_1-C_{10} alkyl,
 C_2-C_{10} alkenyl,
 30 C_2-C_{10} alkynyl,
 C_3-C_{11} cycloalkyl,

C_3-C_{10} cycloalkenyl,

C_1-C_6 alkyl- C_6-C_{12} aryl,

C_6-C_{10} aryl- C_1-C_6 alkyl,

C_1-C_6 alkyl-het,

5 het- C_1-C_6 alkyl,

C_6-C_{12} aryl and

het,

where the substituents on any alkyl, alkenyl or alkynyl are 1-3 R^a and the substituents on any aryl or het are 1-3 R^d ;

10 R^d is selected from R^p and R^h ;

R^h is selected from the group

OH,

OCF₃,

OR^c,

15 SR^m,

halo(F, Cl, Br, I),

CN,

isocyanate,

NO₂,

20 CF₃,

C_0-C_6 alkyl-NRⁿR^{n'},

C_0-C_6 alkyl-C(=O)-NRⁿR^{n'},

C_0-C_6 alkyl-C(=O)-R^a,

C_1-C_8 alkyl,

25 C_1-C_8 alkoxy,

C_2-C_8 alkenyl,

C_2-C_8 alkynyl,

C_3-C_6 cycloalkyl,

C_3-C_6 cycloalkenyl,

C_1-C_6 alkyl-phenyl,

phenyl- C_1-C_6 alkyl,

C_1-C_6 alkyloxycarbonyl,

5 phenyl- C_0-C_6 alkyloxy,

C_1-C_6 alkyl-het,

het- C_1-C_6 alkyl,

SO_2 -het,

-O- C_6-C_{12} aryl,

10 - $SO_2-C_6-C_{12}$ aryl,

- $SO_2-C_1-C_6$ alkyl and

het,

where any alkyl, alkenyl or alkynyl may optionally be substituted with 1-3 groups selected from OH, halo(F, Cl, Br, I), nitro, amino and aminocarbonyl and the substituents on any aryl or het are 1-

15 2 hydroxy, halo(F, Cl, Br, I), CF_3 , C_1-C_6 alkyl, C_1-C_6 alkoxy, nitro and amino;

R^m is selected from

S- C_1-C_6 alkyl,

C(=O)- C_1-C_6 alkyl,

C(=O)-NRⁿR^{n'},

20 C_1-C_6 alkyl,

halo(F, Cl, Br, I)- C_1-C_6 alkyl,

benzyl and

phenyl;

R^n is selected from the group

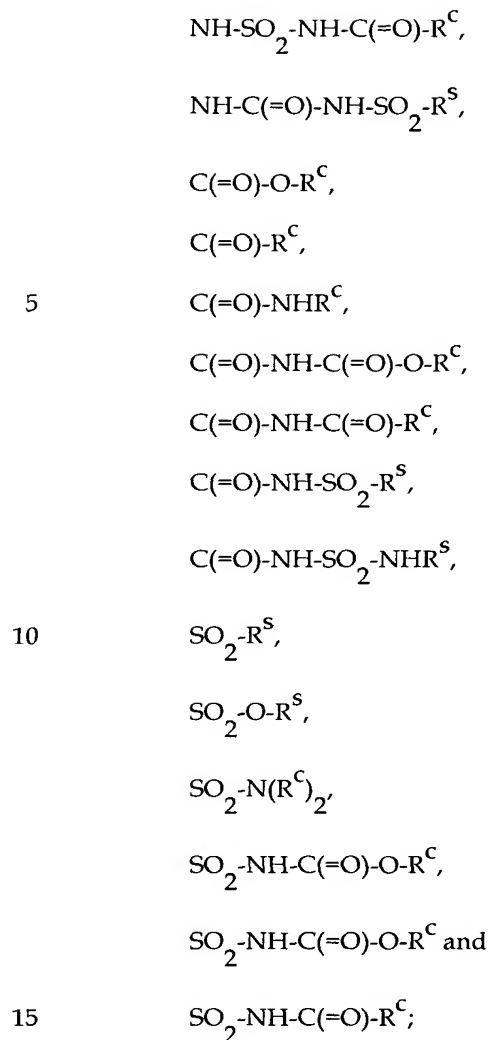
25 R^c ,

NH-C(=O)-O- R^c ,

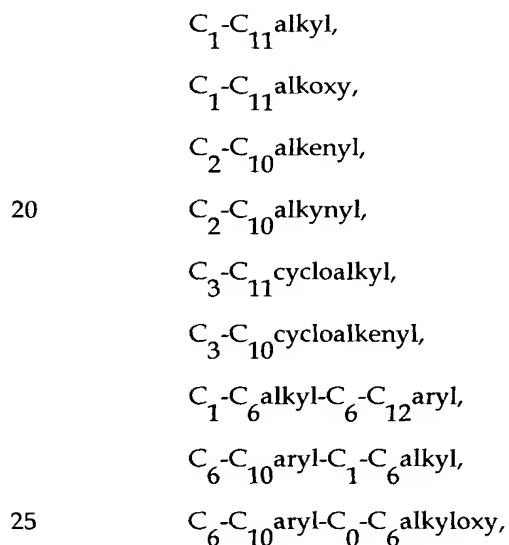
NH-C(=O)- R^c ,

NH-C(=O)-NHR^c,

NH-SO₂- R^s ,



$\text{R}^{\text{n'}}$ is selected from hydrogen, hydroxy and substituted or unsubstituted



- C_1-C_6 alkyl-het,
 het- C_1-C_6 alkyl,
 C_6-C_{12} aryl,
 het,
 5 C_1-C_6 alkylcarbonyl,
 C_1-C_8 alkoxy carbonyl,
 C_3-C_8 cycloalkylcarbonyl,
 C_3-C_8 cycloalkoxy carbonyl,
 C_6-C_{11} aryloxy carbonyl,
 10 C_7-C_{11} arylalkoxy carbonyl,
 heteroarylalkoxy carbonyl,
 heteroarylalkylcarbonyl,
 heteroarylcarbonyl,
 heteroarylalkylsulfonyl,
 15 heteroarylsulfonyl,
 C_1-C_6 alkylsulfonyl and
 C_6-C_{10} arylsulfonyl,

where the substituents on any alkyl, alkenyl or alkynyl are 1-3 R^a and the substituents on any aryl, het or heteroaryl are 1-3 R^d ;

- 20 R^n and $R^{n'}$ taken together with the common nitrogen to which they are attached may form an optionally substituted heterocycle selected from
 morpholinyl,
 piperazinyl,
 thiamorpholinyl,
 25 pyrrolidinyl,
 imidazolidinyl,
 indolinyl,
 isoindolinyl,
 1,2,3,4-tetrahydro-quinolinyl,
 30 1,2,3,4-tetrahydro-isoquinolinyl,
 thiazolidinyl and
 azabicyclononyl,

where the substituents are 1-3 R^a;

R^o is selected from hydrogen and substituted or unsubstituted

C₁-C₆ alkyl,

C₁-C₆ alkylcarbonyl,

5 C₂-C₆ alkenyl,

C₂-C₆ alkynyl,

C₃-C₈ cycloalkyl and

benzoyl,

where the substituents on any alkyl are 1-3 R^a and the substituents on any aryl are 1-3 R^P;

10 R^P is selected from the group

OH,

halo(F, Cl, Br, I),

CN,

isocyanate,

15 OR^c,

SR^m,

SOR^c,

NO₂,

CF₃,

20 R^c,

NRⁿR^{n'},

NRⁿC(=O)-O-R^c,

NRⁿC(=O)-R^c,

C₀-C₆ alkyl-SO₂-R^c,

25 C₀-C₆ alkyl-SO₂-NRⁿR^{n'},

C(=O)-R^c,

O-C(=O)-R^c,

C(=O)-O-R^c and

C(=O)-NRⁿR^{n'},

where the substituents on any alkyl, alkenyl or alkynyl are 1-3 R^a and the substituents on any aryl or het are 1-3 R^d;

R^S is a substituted or unsubstituted group selected from

- 5 C₁-C₈alkyl,
C₂-C₈alkenyl,
C₂-C₈alkynyl,
C₃-C₈cycloalkyl,
C₃-C₆cycloalkenyl,
C₀-C₆alkyl-phenyl,
10 phenyl-C₀-C₆alkyl,
C₀-C₆alkyl-het and
het-C₀-C₆alkyl,

where the substituents on any alkyl, alkenyl or alkynyl are 1-3 R^a and the substituents on any aryl or het are 1-3 R^d;

15 R^Z is a substituted or unsubstituted group selected from

- hydroxy,
C₁-C₁₁alkoxy,
C₃-C₁₂cycloalkoxy,
C₈-C₁₂aralkoxy,
20 C₈-C₁₂arcycloalkoxy,
C₆-C₁₀aryloxy,
C₃-C₁₀alkylcarbonyloxyalkyloxy,
C₃-C₁₀alkoxycarbonyloxyalkyloxy,
C₃-C₁₀alkoxycarbonylalkyloxy,
25 C₅-C₁₀cycloalkylcarbonyloxyalkyloxy,
C₅-C₁₀cycloalkoxycarbonyloxyalkyloxy,
C₅-C₁₀cycloalkoxycarbonylalkyloxy,
C₈-C₁₂aryloxcarbonylalkyloxy,

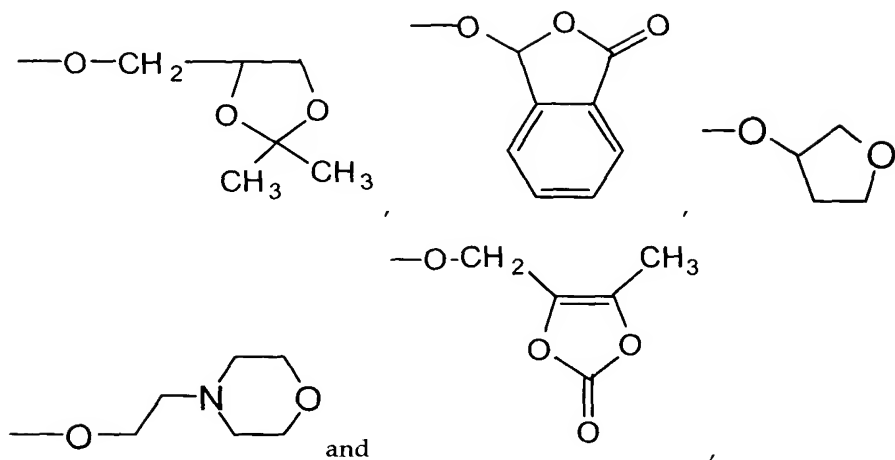
C_8-C_{12} aryloxy carbonyloxyalkyloxy,

C_8-C_{12} aryl carbonyloxyalkyloxy,

C_5-C_{10} alkoxyalkyl carbonyloxyalkyloxy,

$(R^n)(R^{n'})N(C_1-C_{10} \text{ alkoxy})-$,

5

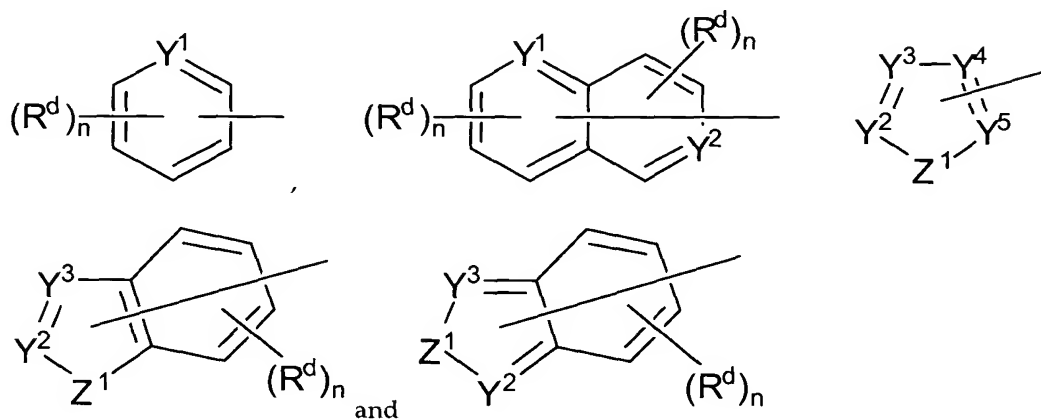


where the substituents on any alkyl, alkenyl or alkynyl are 1-3 R^a and the substituents on any aryl or het are 1-3 R^d and
pharmaceutically acceptable salts thereof.

2) The compound of Claim 1 wherein

D is an aromatic homocycle or aromatic heterocycle containing 1-3 heteroatoms selected from the group N, S and O, the homo- or heterocycles selected from the group

15



where

Y^1, Y^2, Y^3, Y^4 and Y^5 are selected from the group CH, CR^d and N,

Z^1 is selected from the group O, S, N and NR^n ,

n is 0-3,

R^d is selected from the group

- OH, OCF_3 , OR^C , SR^m , halo(F, Cl, Br, I), CN, isocyanate, NO_2 , CF_3 , C_0-C_6 alkyl- $NR^nR^{n'}$, C_0-
 5 C_6 alkyl- $C(=O)-NR^nR^{n'}$, C_0-C_6 alkyl- $C(=O)-R^a$, C_1-C_8 alkyl, C_1-C_8 alkoxy, C_2-C_8 alkenyl, C_2-
 C_8 alkynyl, C_3-C_6 cycloalkyl, C_3-C_6 cycloalkenyl, C_1-C_6 alkyl-phenyl, phenyl- C_1-C_6 alkyl,
 C_1-C_6 alkyloxycarbonyl, phenyl- C_0-C_6 alkyloxy, C_1-C_6 alkyl-het, het- C_1-C_6 alkyl, SO_2 -het, -
 $O-C_6-C_{12}$ aryl, $-SO_2-C_6-C_{12}$ aryl, $-SO_2-C_1-C_6$ alkyl and het, where any alkyl, alkenyl or
 10 alkynyl may optionally be substituted with 1-3 groups selected from OH, halo(F, Cl, Br, I),
 nitro, amino and aminocarbonyl and the substituents on any aryl or het are 1-2 hydroxy,
 halo(F, Cl, Br, I), CF_3 , C_1-C_6 alkyl, C_1-C_6 alkoxy, nitro and amino;

R^a is $R^{a'}$ or $R^{a''}$ substituted with 1-3 $R^{a'}$; where

$R^{a'}$ is selected from the group

- hydrogen, halo(F, Cl, Br, I), cyano, isocyanate, carboxy, carboxy- C_1-C_{11} alkyl, amino,
 15 amino- C_1-C_8 alkyl, aminocarbonyl, carboxamido, carbamoyl, carbamoyloxy, formyl,
 formyloxy, azido, nitro, imidazolyl, ureido, thioureido, thiocyanato, hydroxy, C_1-C_6 alkoxy,
 mercapto, sulfonamido, het, phenoxy, phenyl, benzamido, tosyl, morpholino, morpholinyl,
 piperazinyl, piperidinyl, pyrrolinyl, imidazolyl and indolyl;

$R^{a''}$ is selected from the group

- 20 C_0-C_{10} alkyl-Q- C_0-C_6 alkyl, C_0-C_{10} alkenyl-Q- C_0-C_6 alkyl, C_0-C_{10} alkynyl-Q- C_0-C_6 alkyl,
 C_3-C_{11} cycloalkyl-Q- C_0-C_6 alkyl, C_3-C_{10} cycloalkenyl-Q- C_0-C_6 alkyl, C_1-C_6 alkyl- C_6-
 C_{12} aryl-Q- C_0-C_6 alkyl, C_6-C_{10} aryl- C_1-C_6 alkyl-Q- C_0-C_6 alkyl, C_0-C_6 alkyl-het-Q- C_0-
 C_6 alkyl, C_0-C_6 alkyl-Q-het- C_0-C_6 alkyl, het- C_0-C_6 alkyl-Q- C_0-C_6 alkyl, C_0-C_6 alkyl-Q- C_6-
 C_{12} aryl and -Q- C_1-C_6 alkyl;

- 25 Q is absent or is selected from the group

-O-, $-S(O)_s$ -, $-SO_2-N(R^n)$ -, $-N(R^n)-SO_2$ -, $-N(R^n)-C(=O)$ -, $-C(=O)-N(R^n)$ -, $-N(R^n)-C(=O)-O$ -, -
 $O-C(=O)-N(R^n)$ -, $-N(R^n)-C(=O)-N(R^n)$ -, $-C(=O)$ -, $-N(R^n)$ -, $-C(=O)-O$ -, $-O-C(=O)$ -, -het-, -
 $PO(OR^C)O$ - and $-P(O)O$ -, where s is 0-2; het is a mono- or bicyclic 5, 6, 7, 9 or 10 member
 heterocyclic ring, each ring containing 1-4 heteroatoms selected from N, O and S, where the

heterocyclic ring may be saturated, partially saturated, or aromatic and any N or S being optionally oxidized, the heterocyclic ring being substituted with 0-3 hydroxy, halo(F, Cl, Br, I), CF₃, C₁-C₆ alkyl, C₁-C₆ alkoxy, nitro and amino;

R^C is selected from hydrogen and substituted or unsubstituted

- 5 C₁-C₁₀ alkyl, C₂-C₁₀ alkenyl, C₂-C₁₀ alkynyl, C₃-C₁₁ cycloalkyl, C₃-C₁₀ cycloalkenyl, C₁-C₆ alkyl-C₆-C₁₂ aryl, C₆-C₁₀ aryl-C₁-C₆ alkyl, C₁-C₆ alkyl-het, het-C₁-C₆ alkyl, C₆-C₁₂ aryl and het, where the substituents are 1-3 hydroxy, halo(F, Cl, Br, I), CF₃, C₁-C₆ alkyl, C₁-C₆ alkoxy, nitro and amino;

R^m is selected from

- 10 S-C₁-C₆ alkyl, C(=O)-C₁-C₆ alkyl, C(=O)-NRⁿR^{n'}, C₁-C₆ alkyl, halo(F, Cl, Br, I)-C₁-C₆ alkyl, benzyl and phenyl;

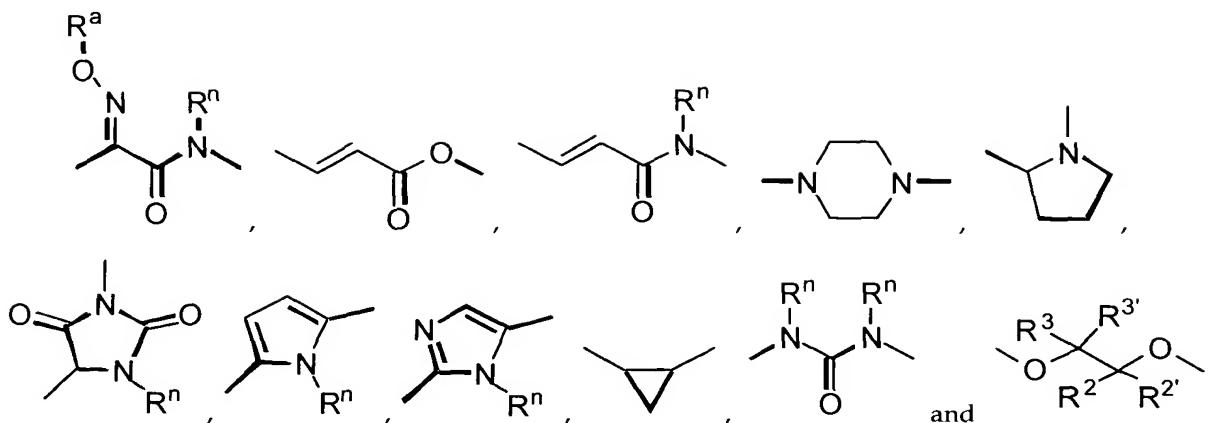
Rⁿ is selected from the group

- R^C, NH-C(=O)-O-R^C, NH-C(=O)-R^C, NH-C(=O)-NHR^C, NH-SO₂-R^S, NH-SO₂-NH-C(=O)-R^C, NH-C(=O)-NH-SO₂-R^S, C(=O)-O-R^C, C(=O)-R^C, C(=O)-NHR^C, C(=O)-NH-C(=O)-O-R^C,
15 C(=O)-NH-C(=O)-R^C, C(=O)-NH-SO₂-R^S, C(=O)-NH-SO₂-NHR^S, SO₂-R^S, SO₂-O-R^S, SO₂-N(R^C)₂, SO₂-NH-C(=O)-O-R^C, SO₂-NH-C(=O)-O-R^C and SO₂-NH-C(=O)-R^C;

R^{n'} is selected from hydrogen, hydroxy and substituted or unsubstituted

- 20 C₁-C₁₁ alkyl, C₁-C₁₁ alkoxy, C₂-C₁₀ alkenyl, C₂-C₁₀ alkynyl, C₃-C₁₁ cycloalkyl, C₃-C₁₀ cycloalkenyl, C₁-C₆ alkyl-C₆-C₁₂ aryl, C₆-C₁₀ aryl-C₁-C₆ alkyl, C₆-C₁₀ aryl-C₀-C₆ alkyloxy, C₁-C₆ alkyl-het, het-C₁-C₆ alkyl, C₆-C₁₂ aryl, het, C₁-C₆ alkylcarbonyl, C₁-C₈ alkoxy carbonyl, C₃-C₈ cycloalkylcarbonyl, C₃-C₈ cycloalkoxy carbonyl, C₆-C₁₁ aryloxy carbonyl, C₇-C₁₁ arylalkoxy carbonyl, heteroarylalkoxy carbonyl, heteroarylalkylcarbonyl, heteroarylcarbonyl, heteroarylalkylsulfonyl, heteroarylsulfonyl, C₁-C₆ alkylsulfonyl and C₆-C₁₀ arylsulfonyl, where any alkyl, alkenyl or
25 alkynyl may optionally be substituted with 1-3 groups selected from OH, halo(F, Cl, Br, I), nitro, amino and aminocarbonyl and the substituents on any aryl, heteroaryl or het are 1-2 hydroxy, halo(F, Cl, Br, I), CF₃, C₁-C₆ alkyl, C₁-C₆ alkoxy, nitro and amino;

Rⁿ and R^{n'} taken together with the common nitrogen to which they are attached may form an



where o is 0-1, p is 0-1, q is 0-1 and r is 0-1;

$R^1, R^{1'}, R^2, R^{2'}, R^3, R^{3'}, R^6, R^{6'}, R^7, R^8, R^{8'}$ and R^9 each are independently selected from R^a, R^c and U-W;

U is an optionally substituted bivalent radical selected from the group

C_1-C_6 alkyl-, C_0-C_6 alkyl-Q-, C_2-C_6 alkenyl-Q-, and C_2-C_6 alkynyl-Q-, where the substituents

on any alkyl, alkenyl or alkynyl are 1-3 R^a ;

W is selected from the group

hydrogen, OH, $O-C_1-C_6$ alkyl, SH, SR^m , $NR^nR^{n'}$, $NH-C(=O)-O-R^c$, $NH-C(=O)-NR^nR^{n'}$, $NH-C(=O)-R^c$, $NH-SO_2-R^s$, $NH-SO_2-NR^nR^{n'}$, $NH-SO_2-NH-C(=O)-R^c$, $NH-C(=O)-NH-SO_2-R^s$, $C(=O)-NH-C(=O)-O-R^c$, $C(=O)-NH-C(=O)-R^c$, $C(=O)-NH-C(=O)-NR^nR^{n'}$, $C(=O)-NH-SO_2-R^s$, $C(=O)-NH-SO_2-NR^nR^{n'}$, $C(=S)-NR^nR^{n'}$, SO_2-R^s , SO_2-O-R^s , $SO_2-NR^nR^{n'}$, $SO_2-NH-C(=O)-O-R^c$, $SO_2-NH-C(=O)-NR^nR^{n'}$, $SO_2-NH-C(=O)-R^c$, $O-C(=O)-NR^nR^{n'}$, $O-C(=O)-R^c$, $O-C(=O)-NH-C(=O)-R^c$, $O-C(=O)-NH-SO_2-R^s$ and $O-SO_2-R^s$;

G is hydrogen;

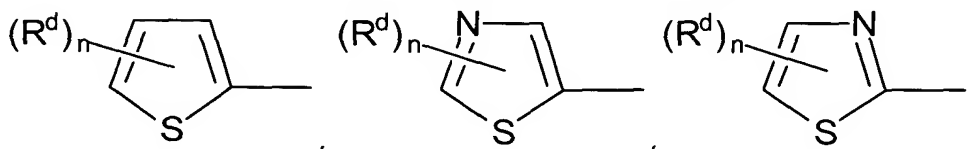
T is U-W;

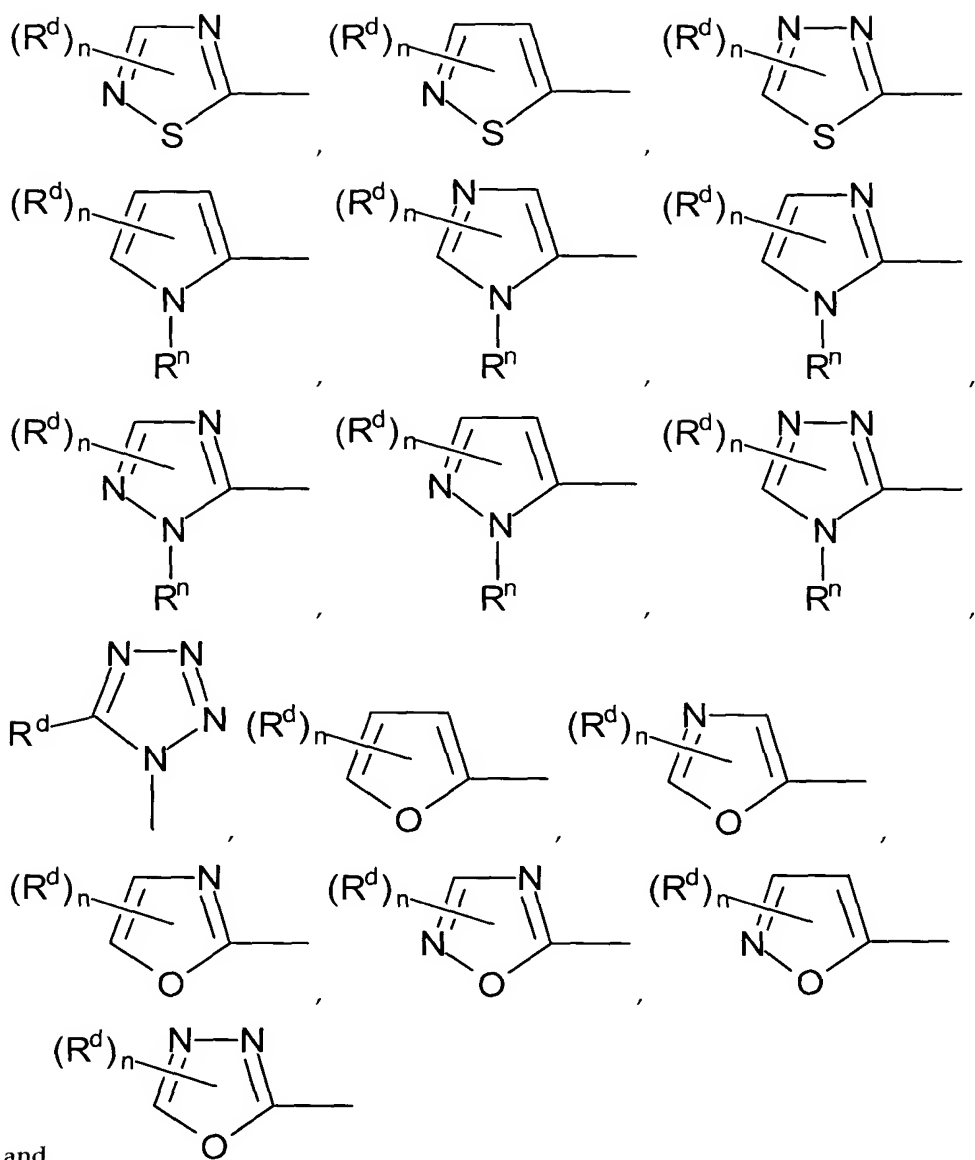
R is $C(=O)-OH$ and

pharmaceutically acceptable salts thereof.

3) The compound of Claim 2 wherein D is selected from

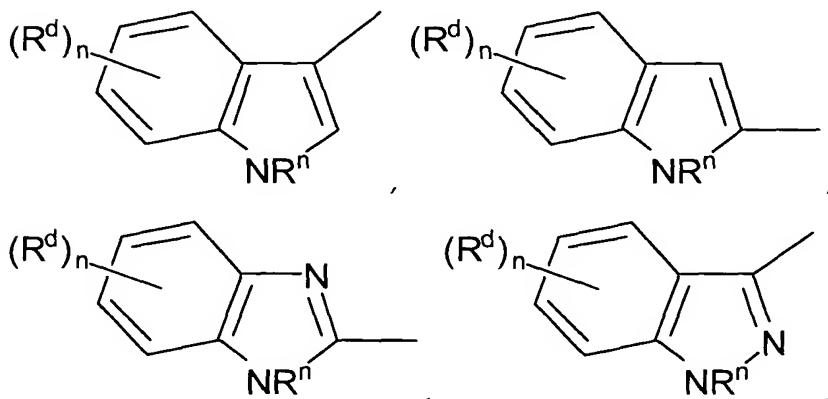
1) a 5-member aromatic heterocycle selected from the group

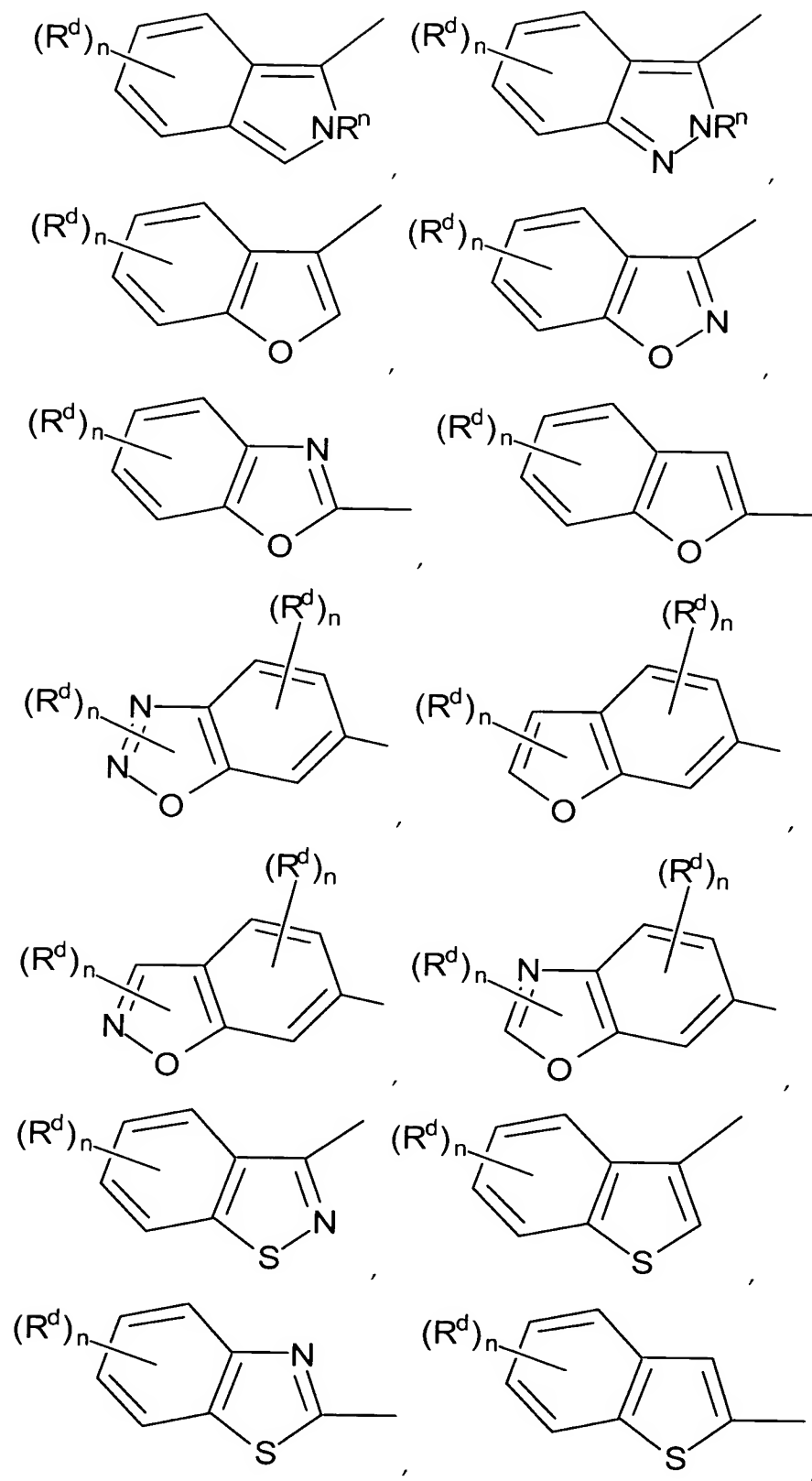


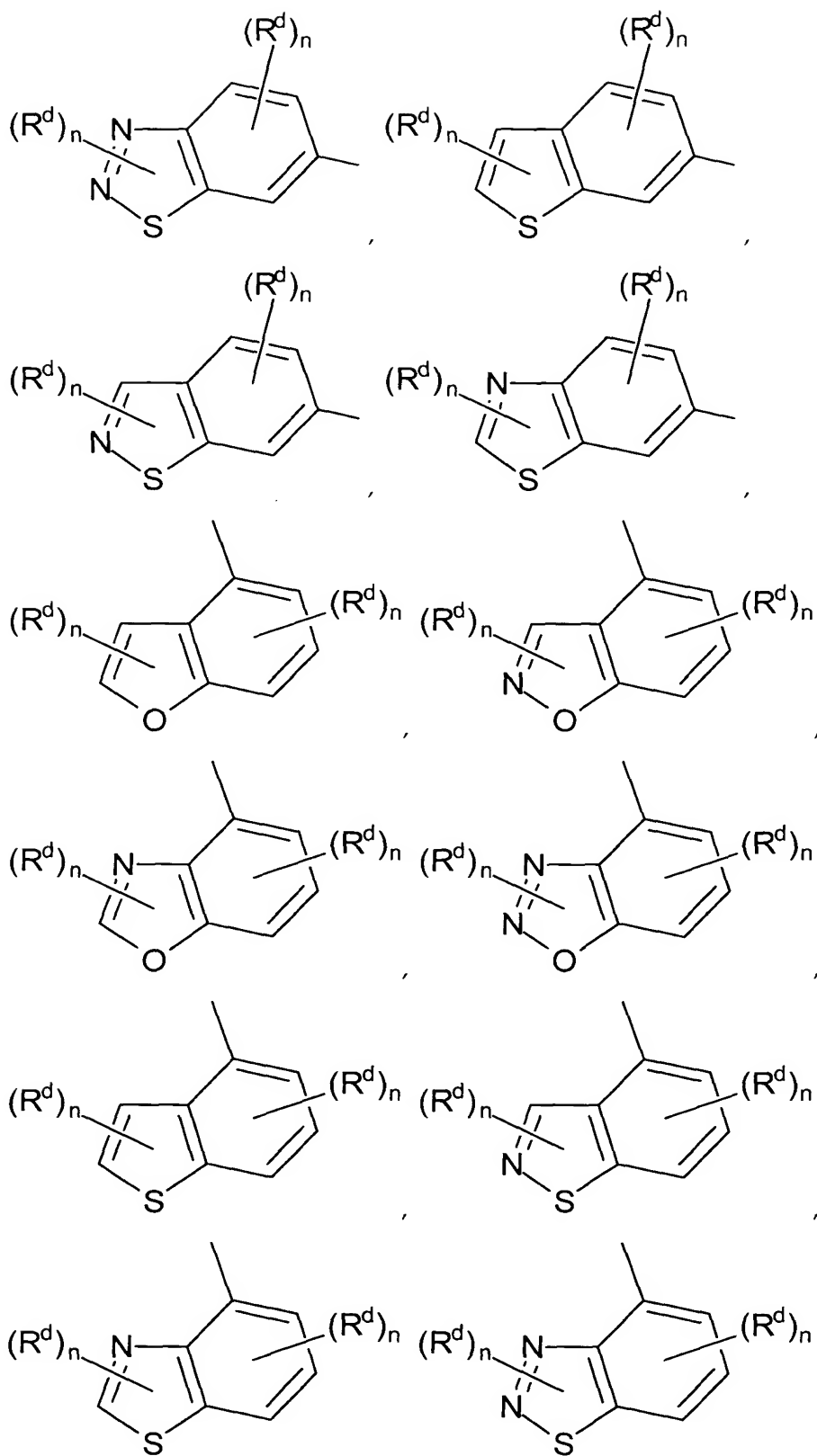


and

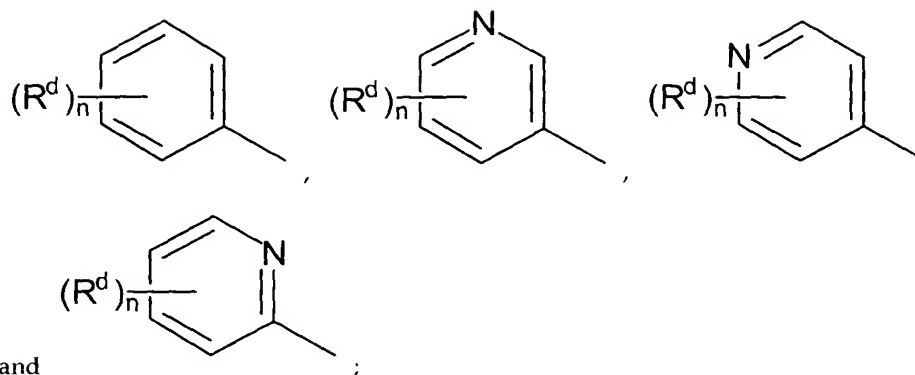
2) a 9-member aromatic heterobicycle selected from the group







3) a 6-member aromatic hetero- or homocycle selected from the group



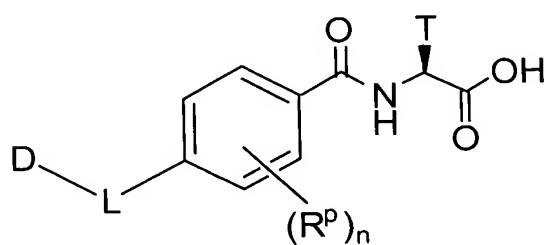
and

L is a bivalent linking group selected from the group

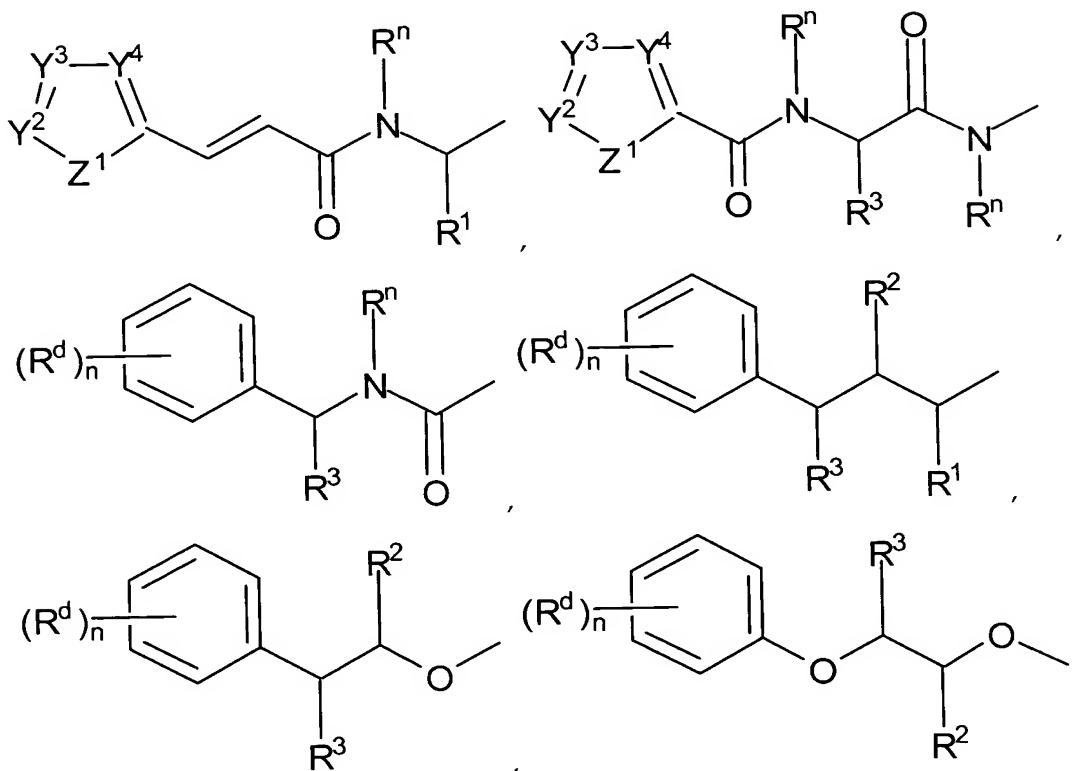
- C₃-C₅-alkyl-,
- C₃-C₅-alkenyl-,
- CH₂C(=O)NH-,
- CH₂NH-C(=O)-,
- O-CH₂-C(=O)-,
- CH₂-CH₂-C(=O)-,
- CH=CH-C(=O)NH-CH₂-,
- CH=CH-C(=O)NH-CH-(CH₃)-,
- CH(OH)-CH₂-O-,
- CH(OH)-CH₂-CH₂-,
- CH₂-CH₂-CH(OH)-,
- O-CH₂-CH(OH)-,
- O-CH₂-CH(OH)-CH₂-,
- O-CH₂-CH₂-CH(OH)-,
- O-CH₂-CH₂-O-,
- CH₂-CH₂-CH₂-O-,
- CH₂-CH(OH)-CH₂-O-,
- CH₂-CH₂-O-,
- CH-(CH₃)-NH-C(=O)-,
- CH₂-NH-SO₂-,
- NH-SO₂-CH₂-,

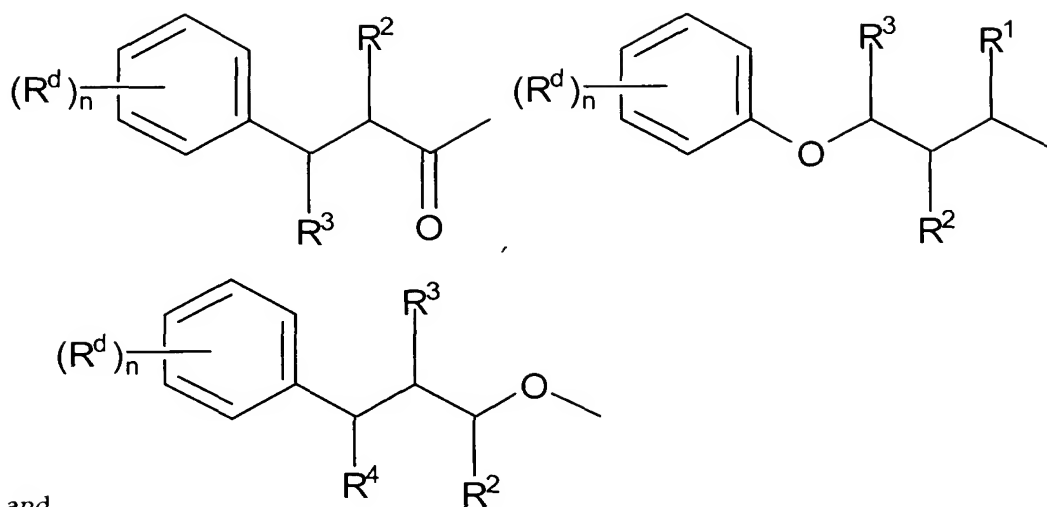
-CH₂-SO₂NH-,
 -SO₂NH-CH₂-,
 -C(=O)-NH-C(=O)-,
 -NH-C(=O)-NH-,
 -NH-C(=O)-NH-CH₂-,
 -CH₂-NH-C(=O)-NH-,
 -C(=O)-NH-CH₂-C(=O)-NH-,
 -NH-C(=O)-O- and
 -O-C(=O)-NH-, and pharmaceutically acceptable salts thereof.

4) The compound of Claim 3 wherein the compound is represented by



where D-L- is selected from





and

where

Y^2, Y^3 and Y^4 are selected from the group CH, CR^d and N;

5 Z^1 is selected from the group O, S, NH and NR^n ;

n is 0-3;

R^1, R^2 and R^3 each are independently selected from R^a, R^c and U-W;

U is an optionally substituted bivalent radical selected from the group

10 C_1-C_6 alkyl-, C_0-C_6 alkyl-Q-, C_2-C_6 alkenyl-Q-, and C_2-C_6 alkynyl-Q-, where the substituents on any alkyl, alkenyl or alkynyl are 1-3 R^a ;

Q is absent or is selected from the group

$-O-$, $-S(O)_s-$, $-SO_2-N(R^n)-$, $-N(R^n)-$, $-N(R^n)-C(=O)-$, $-N(R^n)-C(=O)-N(R^n)-$, $-N(R^n)-C(=O)-O-$,

$-O-C(=O)-N(R^n)-$, $-N(R^n)-SO_2-$, $-C(=O)-$, $-C(=O)-O-$, -het-, $-C(=O)-N(R^n)-$, $-PO(OR^c)O-$ and -

15 $P(O)O-$, where s is 0-2; het is a mono- or bicyclic 5, 6, 7, 9 or 10 member heterocyclic ring, each ring containing 1-4 heteroatoms selected from N, O and S, where the heterocyclic ring may be saturated, partially saturated, or aromatic and any N or S being optionally oxidized, the heterocyclic ring being substituted with 0-3 hydroxy, halo(F, Cl, Br, I), CF_3 , C_1-C_6 alkyl, C_1-C_6 alkoxy, nitro and amino;

20 W is selected from the group

hydrogen, OH, $O-C_1-C_6$ alkyl, SH, SR^m , $NR^nR^{n'}$, $NH-C(=O)-O-R^c$, $NH-C(=O)-NR^nR^{n'}$,

$NH-C(=O)-R^c$, $NH-SO_2-R^s$, $NH-SO_2-NR^nR^{n'}$, $NH-SO_2-NH-C(=O)-R^c$, $NH-C(=O)-NH-SO_2-$

R^s , $C(=O)-NH-C(=O)-O-R^c$, $C(=O)-NH-C(=O)-R^c$, $C(=O)-NH-C(=O)-NR^nR^{n'}$, $C(=O)-NH-$

$\text{SO}_2\text{-R}^{\text{S}}$, $\text{C(=O)-NH-SO}_2\text{-NR}^{\text{nR}^{\text{n'}}$, $\text{C(=S)-NR}^{\text{nR}^{\text{n'}}$, $\text{SO}_2\text{-R}^{\text{S}}$, $\text{SO}_2\text{-O-R}^{\text{S}}$, $\text{SO}_2\text{-NR}^{\text{nR}^{\text{n'}}$, $\text{SO}_2\text{-NH-C(=O)-O-R}^{\text{C}}$, $\text{SO}_2\text{-NH-C(=O)-NR}^{\text{nR}^{\text{n'}}$, $\text{SO}_2\text{-NH-C(=O)-R}^{\text{C}}$, $\text{O-C(=O)-NR}^{\text{nR}^{\text{n'}}$, $\text{O-C(=O)-R}^{\text{C}}$, $\text{O-C(=O)-NH-C(=O)-R}^{\text{C}}$, $\text{O-C(=O)-NH-SO}_2\text{-R}^{\text{S}}$ and $\text{O-SO}_2\text{-R}^{\text{S}}$; R^{a} is $\text{R}^{\text{a'}}$ or $\text{R}^{\text{a''}}$ substituted with 1-3 $\text{R}^{\text{a'}}$; where

5 $\text{R}^{\text{a'}}$ is selected from the group

hydrogen, halo(F, Cl, Br, I), cyano, carboxy, carboxy- $\text{C}_1\text{-C}_{11}$ alkyl, amino, amino- $\text{C}_1\text{-C}_8$ alkyl, aminocarbonyl, carboxamido, carbamoyl, carbamoyloxy, formyl, formyloxy, azido, nitro, imidazolyl, ureido, thioureido, thiocyanato, hydroxy, $\text{C}_1\text{-C}_6$ alkoxy, mercapto, sulfonamido, het, phenoxy, phenyl, benzamido, tosyl, morpholino, morpholinyl, piperazinyl, piperidinyl, pyrrolinyl, imidazolyl and indolyl;

10

$\text{R}^{\text{a''}}$ is selected from the group

$\text{C}_0\text{-C}_{10}$ alkyl-Q- $\text{C}_0\text{-C}_6$ alkyl, $\text{C}_0\text{-C}_{10}$ alkenyl-Q- $\text{C}_0\text{-C}_6$ alkyl, $\text{C}_0\text{-C}_{10}$ alkynyl-Q- $\text{C}_0\text{-C}_6$ alkyl, $\text{C}_3\text{-C}_{11}$ cycloalkyl-Q- $\text{C}_0\text{-C}_6$ alkyl, $\text{C}_3\text{-C}_{10}$ cycloalkenyl-Q- $\text{C}_0\text{-C}_6$ alkyl, $\text{C}_1\text{-C}_6$ alkyl- $\text{C}_6\text{-C}_{12}$ aryl-Q- $\text{C}_0\text{-C}_6$ alkyl, $\text{C}_6\text{-C}_{10}$ aryl- $\text{C}_1\text{-C}_6$ alkyl-Q- $\text{C}_0\text{-C}_6$ alkyl, $\text{C}_0\text{-C}_6$ alkyl-het-Q- $\text{C}_0\text{-C}_6$ alkyl, $\text{C}_0\text{-C}_6$ alkyl-Q-het- $\text{C}_0\text{-C}_6$ alkyl, het- $\text{C}_0\text{-C}_6$ alkyl-Q- $\text{C}_0\text{-C}_6$ alkyl, $\text{C}_0\text{-C}_6$ alkyl-Q- $\text{C}_6\text{-C}_{12}$ aryl and -Q- $\text{C}_1\text{-C}_6$ alkyl;

15

R^{C} is selected from hydrogen and substituted or unsubstituted

$\text{C}_1\text{-C}_{10}$ alkyl, $\text{C}_2\text{-C}_{10}$ alkenyl, $\text{C}_2\text{-C}_{10}$ alkynyl, $\text{C}_3\text{-C}_{11}$ cycloalkyl, $\text{C}_3\text{-C}_{10}$ cycloalkenyl, $\text{C}_1\text{-C}_6$ alkyl- $\text{C}_6\text{-C}_{12}$ aryl, $\text{C}_6\text{-C}_{10}$ aryl- $\text{C}_1\text{-C}_6$ alkyl, $\text{C}_1\text{-C}_6$ alkyl-het, het- $\text{C}_1\text{-C}_6$ alkyl, $\text{C}_6\text{-C}_{12}$ aryl and het, where the substituents are 1-3 hydroxy, halo(F, Cl, Br, I), CF_3 , $\text{C}_1\text{-C}_6$ alkyl, $\text{C}_1\text{-C}_6$ alkoxy, nitro and amino;

20

R^{d} is selected from the group

OH, OCF_3 , OR^{C} , SR^{m} , halo(F, Cl, Br, I), CN, NO_2 , CF_3 , $\text{C}_0\text{-C}_6$ alkyl- $\text{NR}^{\text{nR}^{\text{n'}}$, $\text{C}_0\text{-C}_6$ alkyl- $\text{C(=O)-NR}^{\text{nR}^{\text{n'}}$, $\text{C}_0\text{-C}_6$ alkyl- $\text{C(=O)-R}^{\text{a}}$, $\text{C}_1\text{-C}_8$ alkyl, $\text{C}_1\text{-C}_8$ alkoxy, $\text{C}_2\text{-C}_8$ alkenyl, $\text{C}_2\text{-C}_8$ alkynyl, $\text{C}_3\text{-C}_6$ cycloalkyl, $\text{C}_3\text{-C}_6$ cycloalkenyl, $\text{C}_1\text{-C}_6$ alkyl-phenyl, phenyl- $\text{C}_1\text{-C}_6$ alkyl, $\text{C}_1\text{-C}_6$ alkyloxycarbonyl, phenyl- $\text{C}_0\text{-C}_6$ alkyloxy, $\text{C}_1\text{-C}_6$ alkyl-het, het- $\text{C}_1\text{-C}_6$ alkyl, $\text{SO}_2\text{-het}$, - $\text{O-C}_6\text{-C}_{12}$ aryl, - $\text{SO}_2\text{-C}_6\text{-C}_{12}$ aryl, - $\text{SO}_2\text{-C}_1\text{-C}_6$ alkyl and het, where any alkyl, alkenyl or

25

alkynyl may optionally be substituted with 1-3 groups selected from OH, halo(F, Cl, Br, I), nitro, amino and aminocarbonyl and the substituents on any aryl or het are 1-2 hydroxy, halo(F, Cl, Br, I), CF₃, C₁-C₆alkyl, C₁-C₆alkoxy, nitro and amino;

R^m is selected from

- 5 S-C₁-C₆alkyl, C(=O)-C₁-C₆alkyl, C(=O)-NRⁿR^{n'}, C₁-C₆alkyl, halo(F, Cl, Br, I)-C₁-C₆alkyl, benzyl and phenyl;

Rⁿ is selected from the group

- R^c, NH-C(=O)-O-R^c, NH-C(=O)-R^c, NH-C(=O)-NHR^c, NH-SO₂-R^s, NH-SO₂-NH-C(=O)-R^c, NH-C(=O)-NH-SO₂-R^s, C(=O)-O-R^c, C(=O)-R^c, C(=O)-NHR^c, C(=O)-NH-C(=O)-O-R^c,
 10 C(=O)-NH-C(=O)-R^c, C(=O)-NH-SO₂-R^s, C(=O)-NH-SO₂-NHR^s, SO₂-R^s, SO₂-O-R^s, SO₂-N(R^c)₂, SO₂-NH-C(=O)-O-R^c, SO₂-NH-C(=O)-O-R^c and SO₂-NH-C(=O)-R^c;

R^{n'} is selected from hydrogen, hydroxy and substituted or unsubstituted

- C₁-C₁₁alkyl, C₁-C₁₁alkoxy, C₂-C₁₀alkenyl, C₂-C₁₀alkynyl, C₃-C₁₁cycloalkyl, C₃-C₁₀cycloalkenyl, C₁-C₆alkyl-C₆-C₁₂aryl, C₆-C₁₀aryl-C₁-C₆alkyl, C₆-C₁₀aryl-C₀-C₆alkyloxy, C₁-C₆alkyl-het, het-C₁-C₆alkyl, C₆-C₁₂aryl, het, C₁-C₆alkylcarbonyl, C₁-C₈alkoxycarbonyl, C₃-C₈cycloalkylcarbonyl, C₃-C₈cycloalkoxycarbonyl, C₆-C₁₁aryloxycarbonyl, C₇-C₁₁arylalkoxycarbonyl, heteroarylalkoxycarbonyl, heteroarylalkylcarbonyl, heteroarylcarbonyl, heteroarylalkylsulfonyl, heteroarylsulfonyl, C₁-C₆alkylsulfonyl and C₆-C₁₀arylsulfonyl, where any alkyl, alkenyl or alkynyl may
 20 optionally be substituted with 1-3 groups selected from OH, halo(F, Cl, Br, I), nitro, amino and aminocarbonyl and the substituents on any aryl, heteroaryl or het are 1-2 hydroxy, halo(F, Cl, Br, I), CF₃, C₁-C₆alkyl, C₁-C₆alkoxy, nitro and amino;

Rⁿ and R^{n'} taken together with the common nitrogen to which they are

- 25 attached may form an optionally substituted heterocycle selected from morpholinyl, piperazinyl, thiamorpholinyl, pyrrolidinyl, imidazolidinyl, indolinyl, isoindolinyl, 1,2,3,4-tetrahydro-quinolinyl, 1,2,3,4-tetrahydro-isoquinolinyl, thiazolidinyl and azabicyclononyl, where the substituents are 1-3 hydroxy, halo(F, Cl, Br, I), CF₃, C₁-C₆alkyl, C₁-C₆alkoxy, nitro and amino;

R^s is a substituted or unsubstituted group selected from

C_1-C_8 alkyl, C_2-C_8 alkenyl, C_2-C_8 alkynyl, C_3-C_8 cycloalkyl, C_3-C_6 cycloalkenyl, C_0-C_6 alkyl-phenyl, phenyl- C_0-C_6 alkyl, C_0-C_6 alkyl-het and het- C_0-C_6 alkyl, where the substituents are 1-3 hydroxy, halo(F, Cl, Br, I), CF_3 , C_1-C_6 alkyl, C_1-C_6 alkoxy, nitro and amino;

T is U-W; and

5 pharmaceutically acceptable salts thereof.

5) The compound of Claim 4 wherein

Y^2 , Y^3 and Y^4 are selected from CH and CR^d ;

Z^1 is selected from NR^n , O and S;

10 n is 0-3;

R^1 , R^2 and R^3 each are independently R^a ;

R^a is $R^{a'}$ or $R^{a''}$ substituted with 1-3 $R^{a'}$; where

$R^{a'}$ is selected from the group

15 hydrogen, halo(F, Cl, Br, I), cyano, carboxy, amino, aminocarbonyl, carboxamido, carbamoyl, carbamoyloxy, formyl, formyloxy, azido, nitro, imidazolyl, ureido, thioureido, thiocyanato, hydroxy, C_1-C_6 alkoxy, mercapto, sulfonamido, phenoxy, phenyl, benzamido, morpholino, morpholinyl, piperazinyl, piperidinyl, pyrrolinyl, imidazolyl and indolyl;

$R^{a''}$ is hydrogen or a substituted or unsubstituted group selected from

20 C_0-C_{10} alkyl-het, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_2-C_{10} alkynyl, C_3-C_{11} cycloalkyl, C_3-C_{10} cycloalkenyl- C_0-C_6 alkyl, C_1-C_6 alkyl- C_6-C_{12} aryl and C_6-C_{10} aryl- C_1-C_6 alkyl, where the substituents are 1-3 hydroxy, halo(F, Cl, Br, I), CF_3 , C_1-C_6 alkyl, C_1-C_6 alkoxy, nitro and amino;

R^d is selected from the group

25 OH, OCF_3 , $OR^{a''}$, SR^m , halo(F, Cl, Br, I), CN, NO_2 , CF_3 , C_0-C_6 alkyl- $C(=O)-R^a$, C_1-C_8 alkyl, C_1-C_8 alkoxy, C_2-C_8 alkenyl, C_2-C_8 alkynyl, C_3-C_6 cycloalkyl, phenyl- C_1-C_6 alkyl, C_1-C_6 alkyloxycarbonyl, $-O-C_6-C_{12}$ aryl and $-SO_2-C_6-C_{12}$ aryl, where any alkyl, alkenyl or alkynyl may optionally be substituted with 1-3 groups selected from OH, halo(F, Cl, Br, I), nitro, amino and aminocarbonyl and the substituents on any aryl or het are 1-2 hydroxy,
30 halo(F, Cl, Br, I), CF_3 , C_1-C_6 alkyl, C_1-C_6 alkoxy, nitro and amino;

R^m is selected from

S-C₁-C₆ alkyl, C(=O)-C₁-C₆ alkyl, C(=O)-NH₂, C₁-C₆ alkyl, halo(F, Cl, Br, I)-C₁-C₆ alkyl, benzyl and phenyl;

Rⁿ is selected from the group

5 R^{a''}, NH-C(=O)-O-R^{a''}, NH-C(=O)-R^{a''}, NH-C(=O)-NHR^{a''}, NH-SO₂-R^S, NH-SO₂-NH-C(=O)-R^{a''}, NH-C(=O)-NH-SO₂-R^S, C(=O)-O-R^{a''}, C(=O)R^{a''}, C(=O)-NHR^{a''}, C(=O)-NH-C(=O)-O-R^{a''}, C(=O)-NH-C(=O)-R^{a''}, C(=O)-NH-SO₂-R^S, C(=O)-NH-SO₂-NHR^S, SO₂-R^S, SO₂-O-R^S, SO₂-N(R)₂, SO₂-NH-C(=O)-O-R^{a''}, SO₂-NH-C(=O)-O-R^{a''} and SO₂-NH-C(=O)-R^{a''};

R^{n'} is selected from hydrogen, hydroxy and substituted or unsubstituted

10 C₁-C₁₁ alkyl, C₁-C₁₁ alkoxy, C₂-C₁₀ alkenyl, C₂-C₁₀ alkynyl, C₃-C₁₁ cycloalkyl, C₃-C₁₀ cycloalkenyl, C₁-C₆ alkyl-C₆-C₁₂ aryl, C₆-C₁₀ aryl-C₁-C₆ alkyl, C₆-C₁₀ aryl-C₀-C₆ alkyloxy, C₁-C₆ alkyl-het, het-C₁-C₆ alkyl, C₆-C₁₂ aryl, het, C₁-C₆ alkylcarbonyl, C₁-C₈ alkoxy carbonyl, C₃-C₈ cycloalkylcarbonyl, C₃-C₈ cycloalkoxy carbonyl, C₆-C₁₁ aryloxy carbonyl, C₇-C₁₁ arylalkoxy carbonyl, heteroarylalkoxy carbonyl, heteroarylalkylcarbonyl, heteroarylcarbonyl, heteroarylalkylsulfonyl, heteroarylsulfonyl, C₁-C₆ alkylsulfonyl and C₆-C₁₀ arylsulfonyl, where any alkyl, alkenyl or alkynyl may optionally be substituted with 1-3 groups selected from OH, halo(F, Cl, Br, I), nitro, amino and aminocarbonyl and the substituents on any aryl, heteroaryl or het are 1-2 hydroxy, halo(F, Cl, Br, I), CF₃, C₁-C₆ alkyl, C₁-C₆ alkoxy, nitro and amino;

20 Rⁿ and R^{n'} taken together with the common nitrogen to which they are attached may form an optionally substituted heterocycle selected from morpholinyl, piperazinyl, thiamorpholinyl, pyrrolidinyl, imidazolidinyl, indolinyl, isoindolinyl, 1,2,3,4-tetrahydro-quinolinyl, 1,2,3,4-tetrahydro-isoquinolinyl, thiazolidinyl and azabicyclononyl, where the substituents are 1-3 hydroxy, halo(F, Cl, Br, I), CF₃, C₁-C₆ alkyl, C₁-C₆ alkoxy, nitro and amino;

25

R^S is a substituted or unsubstituted group selected from

C₁-C₈ alkyl, C₂-C₈ alkenyl, C₂-C₈ alkynyl, C₃-C₈ cycloalkyl, C₃-C₆ cycloalkenyl, C₀-C₆ alkyl-phenyl, phenyl-C₀-C₆ alkyl, C₀-C₆ alkyl-het and het-C₀-C₆ alkyl, where the substituents are 1-3 hydroxy, halo(F, Cl, Br, I), CF₃, C₁-C₆ alkyl, C₁-C₆ alkoxy, nitro and amino; T is U-W,

where

U is an optionally substituted bivalent radical selected from the group

C_1-C_6 alkyl-Q-, C_2-C_6 alkenyl-Q-, and C_2-C_6 alkynyl-Q-, where the substituents on any alkyl, alkenyl or alkynyl are 1-3 R^a ;

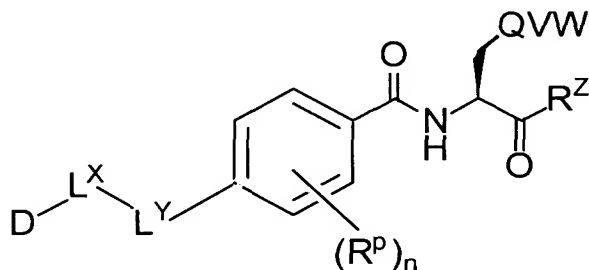
5 Q is absent or is selected from the group

$-SO_2-N(R^n)-$, $-N(R^n)-$, $-N(R^n)-C(=O)-$, $-N(R^n)-C(=O)-O-$, $-N(R^n)-SO_2-$, $-C(=O)-N(R^n)-$, $C(=O)-O-$, $-C(=O)-O-$, $-C(=O)-$ and $-C(=O)-N(R^n)-$;

W is selected from the group

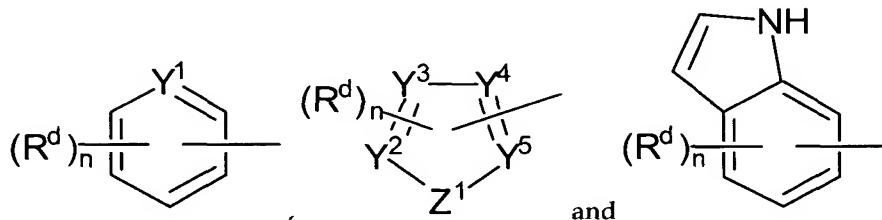
hydrogen, OH, $O-C_1-C_6$ alkyl, SH, SR^m , $NR^nR^{n'}$, $NH-C(=O)-O-R^{a''}$, $NH-C(=O)-NR^nR^{n'}$,
 10 $NH-C(=O)-R^{a''}$, $NH-SO_2-R^s$, $NH-SO_2-NR^nR^{n'}$, $NH-SO_2-NH-C(=O)-R^{a''}$, $NH-C(=O)-NH-$
 SO_2-R^s , $C(=O)-NH-C(=O)-O-R^{a''}$, $C(=O)-NH-C(=O)-R^{a''}$, $C(=O)-NH-C(=O)-NR^nR^{n'}$,
 $C(=O)-NH-SO_2-R^s$, $C(=O)-NH-SO_2-NR^nR^{n'}$, $C(=S)-NR^nR^{n'}$, SO_2-R^s , SO_2-O-R^s , SO_2-
 $NR^nR^{n'}$, $SO_2-NH-C(=O)-O-R^{a''}$, $SO_2-NH-C(=O)-NR^nR^{n'}$, $SO_2-NH-C(=O)-R^{a''}$, $O-C(=O)-$
 $NR^nR^{n'}$, $O-C(=O)-R^{a''}$, $O-C(=O)-NH-C(=O)-R^{a''}$, $O-C(=O)-NH-SO_2-R^s$ and $O-SO_2-R^s$; and
 15 pharmaceutically acceptable salts thereof.

6) A compound represented by the formula:



where

20 D is selected from the group



where

Y^1 is selected from the group NR^n , CH and CR^d ;

Y^2 , Y^3 , Y^4 and Y^5 are selected from the group CH and CR^d ;

Z^1 is selected from the group NR^n , O and S;

n is 0-3;

5 L^X is selected from the group substituted or unsubstituted

C_2 - C_5 alkylene,

C_3 - C_6 cycloalkylene,

C_0 - C_3 alkylene- NR^n -(C=O)- C_0 - C_3 alkylene,

C_0 - C_3 alkylene-(C=O)- NR^n - C_0 - C_3 alkylene,

10 C_0 - C_3 alkylene-O- C_0 - C_3 alkylene,

C_0 - C_3 alkylene- NR^n - C_0 - C_3 alkylene,

C_0 - C_3 alkylene-(C=O)- C_0 - C_3 alkylene,

C_0 - C_3 alkylene-S(O)₀₋₂- C_0 - C_3 alkylene,

C_0 - C_3 alkylene- NR^n -SO₂- C_0 - C_3 alkylene,

15 C_0 - C_3 alkylene-SO₂- NR^n - C_0 - C_3 alkylene,

C_0 - C_3 alkylene- $CR^1=CR^2$ - C_0 - C_3 alkylene,

C_0 - C_3 alkylene-C \equiv C- C_0 - C_3 alkylene and

C_0 - C_3 alkylene-het- C_0 - C_3 alkylene

where the substituents are selected from the group one to three R^1 , R^2 and R^3 ;

20 L^Y is selected from the group substituted or unsubstituted

C_0 - C_2 alkylene,

C_0 - C_2 alkylene- NR^n -(C=O)- C_0 - C_2 alkylene,

C_0 - C_2 alkylene-(C=O)- NR^n - C_0 - C_2 alkylene,

C_0 - C_2 alkylene-O- C_0 - C_2 alkylene,

25 C_0 - C_2 alkylene- NR^n - C_0 - C_2 alkylene,

C_0 - C_2 alkylene-(C=O)- C_0 - C_2 alkylene,

C_0-C_3 alkylene-S(O)₀₋₂- C_0-C_3 alkylene,

C_0-C_3 alkylene-SO₂-NRⁿ- C_0-C_3 alkylene and

C_0-C_2 alkylene-aryl- C_0-C_2 alkylene

where the substituents are selected from the group one to three R¹, R² and R³;

5 R¹, R² and R³ are selected from the group

hydrogen,

C_1-C_8 alkyl-hydroxy,

halo(F, Cl, Br, I),

halo(F, Cl, Br, I)- C_1-C_8 alkyl,

10 cyano,

isocyanate,

carboxy,

carboxy- C_1-C_6 alkyl,

amino,

15 amino- C_1-C_8 alkyl,

amino-di(C_1-C_8 alkyl),

aminocarbonyl,

carboxamido,

carbamoyl,

20 carbamoyloxy,

formyl,

formyloxy,

nitro,

imidazolyl,

25 ureido,

thioureido,

thiocyanato,

hydroxy,

C_1-C_6 alkoxy,

30 mercapto,

sulfonamido,

phenoxy,

phenyl, and

benzamido;

R^a is selected from the group

hydrogen,

halo(F, Cl, Br, I),

5 cyano,

isocyanate,

carboxy,

carboxy-C₁-C₆ alkyl,

amino,

10 amino-C₁-C₈ alkyl,

aminocarbonyl,

carboxamido,

carbamoyl,

carbamoyloxy,

15 formyl,

formyloxy,

azido,

nitro,

imidazolyl,

20 ureido,

thioureido,

thiocyanato,

hydroxy,

C₁-C₆ alkoxy,

25 mercapto,

sulfonamido,

C₁-C₆ alkylsulfonyl,

het,

phenoxy,

30 phenyl,

benzamido,

tosyl,

morpholino,

morpholinyl,

35 piperazinyl,

piperidinyl,

pyrrolinyl.
 imidazolyl and
 indolyl;

R^C is selected from hydrogen and substituted or unsubstituted

- 5 C₁-C₁₀ alkyl,
 C₂-C₁₀ alkenyl,
 C₂-C₁₀ alkynyl,
 C₃-C₁₁ cycloalkyl,
 C₃-C₁₀ cycloalkenyl,
 10 C₁-C₆ alkyl-C₆-C₁₂ aryl,
 C₆-C₁₀ aryl-C₁-C₆ alkyl,
 C₁-C₆ alkyl-het,
 het-C₁-C₆ alkyl,
 C₆-C₁₂ aryl,
 15 C₁-C₁₀ alkyl-O-,
 C₂-C₁₀ alkenyl-O-,
 C₂-C₁₀ alkynyl-O-,
 C₃-C₁₁ cycloalkyl-O-,
 C₃-C₁₀ cycloalkenyl-O-,
 20 C₁-C₆ alkyl-C₆-C₁₂ aryl-O-,
 C₆-C₁₀ aryl-C₁-C₆ alkyl-O-,
 C₁-C₆ alkyl-het-O-,
 het-C₀-C₆ alkyl-O-,
 C₆-C₁₂ aryl-O-,
 25 C₁-C₁₀ alkyl-NRⁿ-,
 C₂-C₁₀ alkenyl-NRⁿ-,
 C₂-C₁₀ alkynyl-NRⁿ-,

C_3-C_{11} cycloalkyl- NR^n -,

C_3-C_{10} cycloalkenyl- NR^n -,

C_1-C_6 alkyl- C_6-C_{12} aryl- NR^n -,

C_6-C_{10} aryl- C_1-C_6 alkyl- NR^n -,

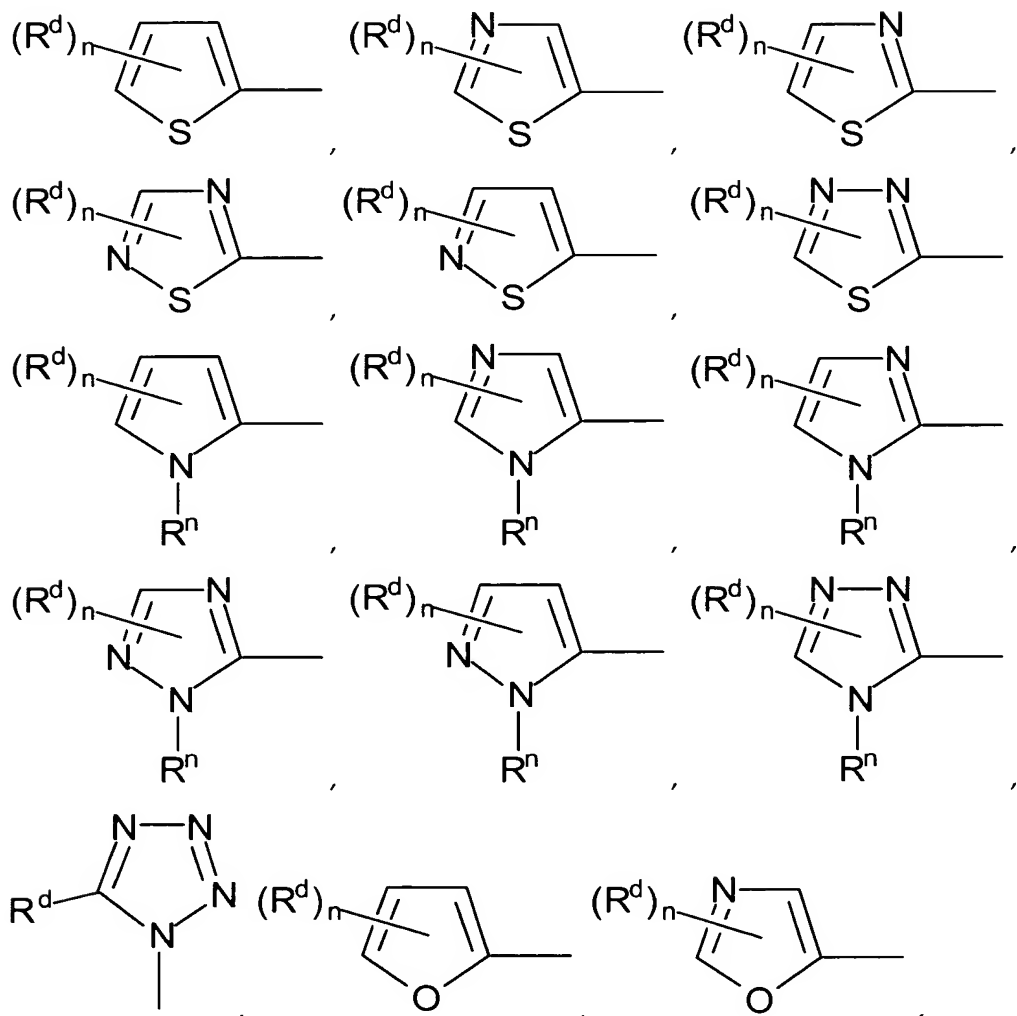
5 C_1-C_6 alkyl-het- NR^n -,

het- C_0-C_6 alkyl- NR^n -,

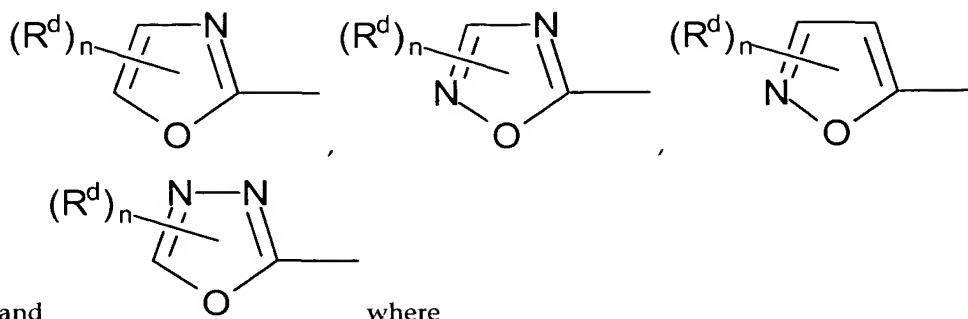
C_6-C_{12} aryl- NR^n - and

het, where the substituents on any alkyl, alkenyl or alkynyl are 1-3 R^a and the substituents on any aryl or het are 1-3 R^d ;

10 het is selected from the group



15



R^p and R^d are independently selected from the group

OH,

CN,

NO_2 ,

halo(F, Cl, Br, I),

OR^n ,

SR^n ,

SOR^n ,

CF_3 ,

R^c ,

$\text{NR}^n\text{R}^{n'}$,

$\text{NR}^n\text{C}(=\text{O})-\text{O}-\text{R}^{n'}$,

$\text{NR}^n\text{C}(=\text{O})-\text{R}^{n'}$,

$\text{C}_0\text{-C}_6\text{alkyl-SO}_2\text{-R}^n$,

$\text{C}_0\text{-C}_6\text{alkyl-SO}_2\text{-NR}^n\text{R}^{n'}$,

$\text{C}(=\text{O})-\text{R}^n$,

$\text{O-C}(=\text{O})-\text{R}^n$,

$\text{C}(=\text{O})-\text{O}-\text{R}^n$ and

$\text{C}(=\text{O})-\text{NR}^n\text{R}^{n'}$,

R^d is a chemical bond when het is a divalent linking group;

R^n and $R^{n'}$ are independently selected from the group

hydrogen,

hydroxy,

C_1-C_6 alkyl,

halo(F, Cl, Br, I)- C_1-C_6 alkyl,

C_1-C_6 alkyl-het,

het- C_1-C_6 alkyl,

5 C_6-C_{12} aryl, and

het;

R^Z is a substituted or unsubstituted group selected from

hydroxy,

C_1-C_{11} alkoxy,

10 C_3-C_{12} cycloalkoxy,

C_8-C_{12} aralkoxy,

C_8-C_{12} arycycloalkoxy,

C_6-C_{10} aryloxy,

C_3-C_{10} alkylcarbonyloxyalkyloxy,

15 C_3-C_{10} alkoxy carbonyloxyalkyloxy,

C_3-C_{10} alkoxy carbonylalkyloxy,

C_5-C_{10} cycloalkylcarbonyloxyalkyloxy,

C_5-C_{10} cycloalkoxy carbonyloxyalkyloxy,

C_5-C_{10} cycloalkoxy carbonylalkyloxy,

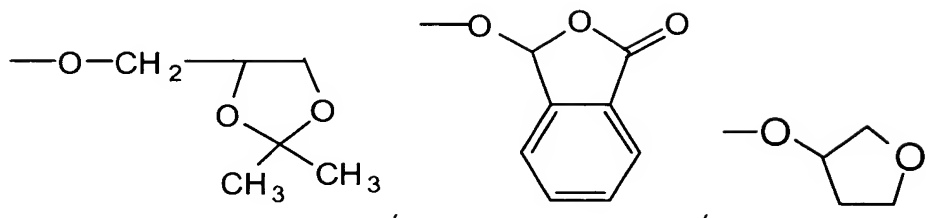
20 C_8-C_{12} aryloxy carbonylalkyloxy,

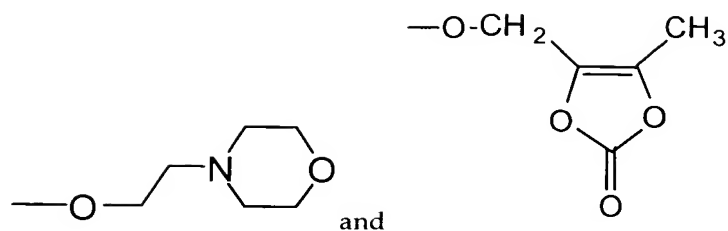
C_8-C_{12} aryloxy carbonyloxyalkyloxy,

C_8-C_{12} arylcarbonyloxyalkyloxy,

C_5-C_{10} alkoxyalkylcarbonyloxyalkyloxy,

$(R^n)(R^{n'})N(C_1-C_{10} \text{ alkoxy})-$,





where the substituents on any alkyl, alkenyl or alkynyl are 1-3 R^a and the substituents on any aryl or het are 1-3 R^d ;

Q is absent or is C_0-C_3 alkyl substituted with a group selected from

- 5 $-N(R^n)-$,
 $-N(R^n)-C(=O)-$,
 $-N(R^n)-C(=O)-O-$,
 $-N(R^n)-C(=O)-N(R^n)-$,
 $-N(R^n)-SO_2-$,
 10 $-C(=O)-$,
 $-O-C(=O)-N(R^n)-$,
 $-C(=O)-N(R^n)-$,

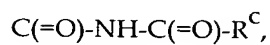
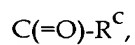
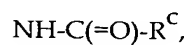
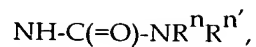
V is absent or is an optionally substituted bivalent group selected from

- C_1-C_{11} alkylene,
 15 C_0-C_3 alkylene- $O-C_0-C_3$ alkylene,
 C_2-C_6 alkenylene,
 C_0-C_2 alkylene- $O-C_2-C_4$ alkenylene,
 C_3-C_8 cycloalkylene,
 C_6-C_{10} aryl- C_0-C_6 alkylene,
 20 C_0-C_6 alkyl- C_6-C_{10} arylene and
 C_0-C_6 alky-het;

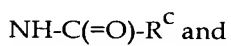
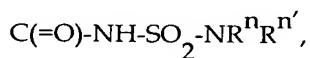
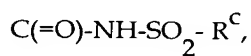
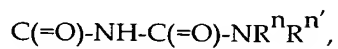
where the substituents on any alkyl are 1-3 R^a and the substituents on any aryl or het are 1-3 R^d ;

W is a C_0-C_3 -alkyl substituted with a group selected from

- 25 R^a ,



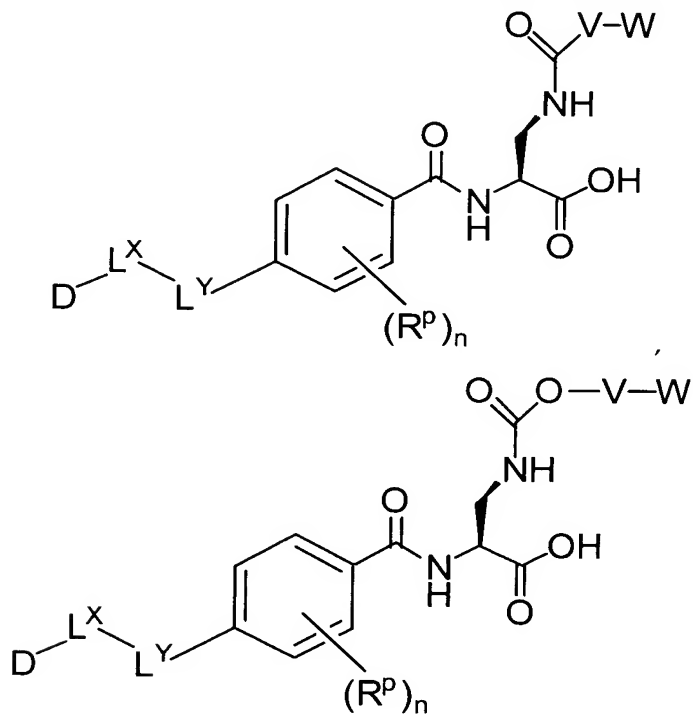
5

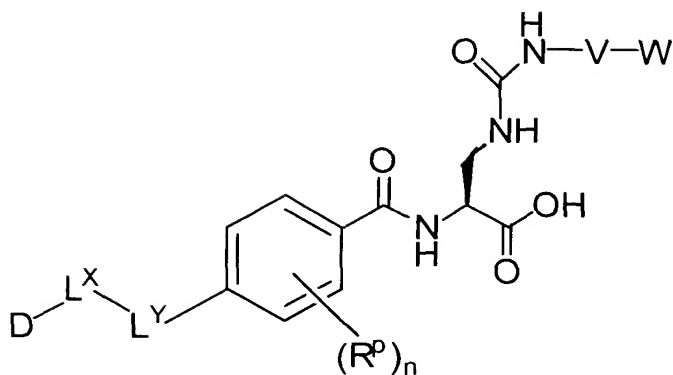


10

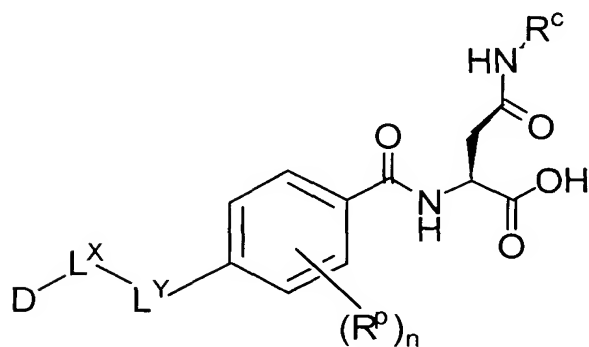
R^c and pharmaceutically acceptable salts thereof.

7) The compound of Claim 6 selected from the group consisting of



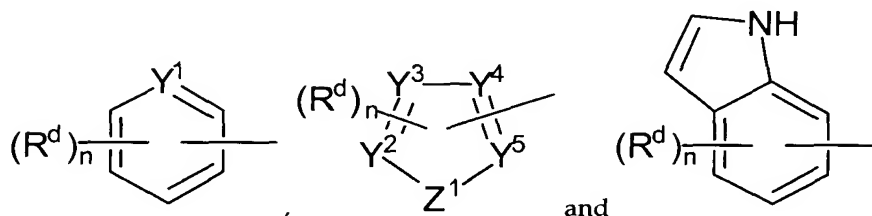


and



where

- 5 D is selected from the group



where Y^1 , Y^2 , Y^3 , Y^4 and Y^5 are selected from the group CH and CR^d ;

Z^1 is selected from the group NR^n , O and S;

n is 0-3;

- 10 L^X is selected from the group substituted or unsubstituted

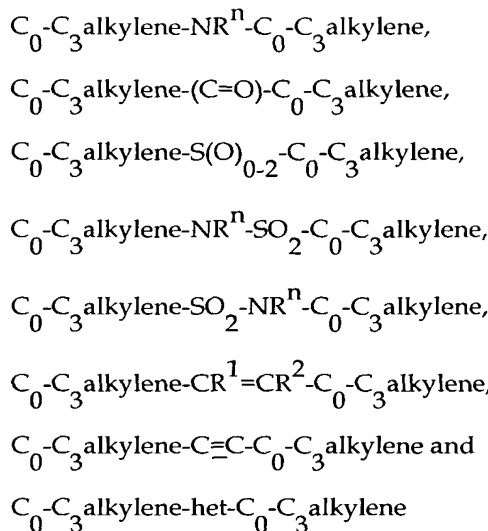
C_2 - C_5 alkylene,

C_3 - C_6 cycloalkylene,

C_0 - C_3 alkylene- NR^n -(C=O)- C_0 - C_3 alkylene,

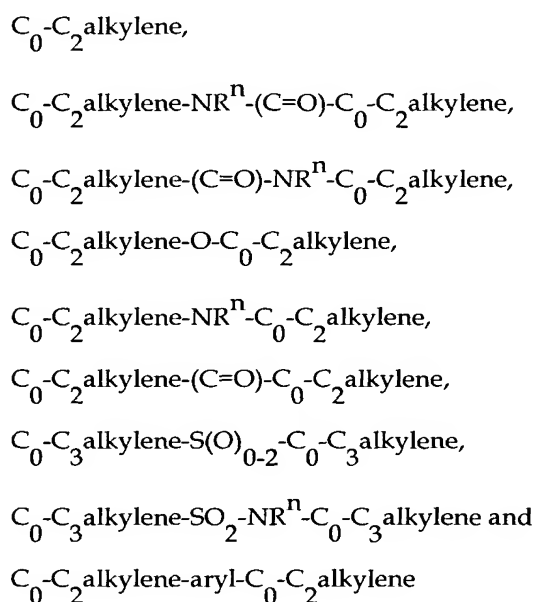
C_0 - C_3 alkylene-(C=O)- NR^n - C_0 - C_3 alkylene,

- 15 C_0 - C_3 alkylene-O- C_0 - C_3 alkylene,



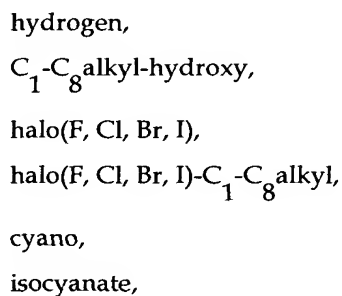
where the substituents are selected from the group one to three R^1 , R^2 and R^3 ;

10 L^Y is selected from the group substituted or unsubstituted



20 where the substituents are selected from the group one to three R^1 , R^2 and R^3 ;

R^1 , R^2 and R^3 are selected from the group

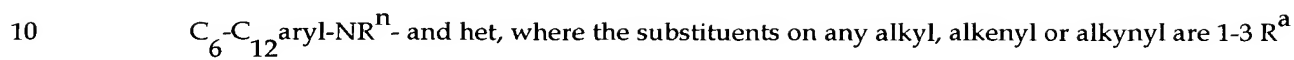
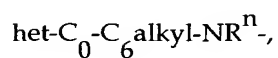
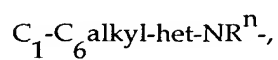
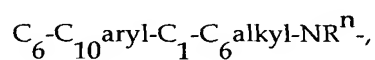
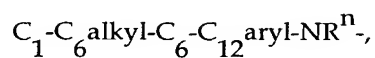
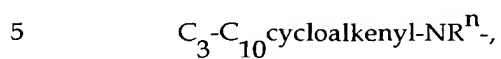
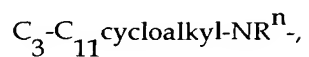
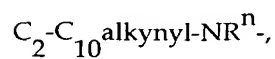
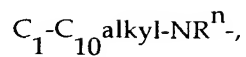


- carboxy,
 carboxy-C₁-C₁₁ alkyl,
 amino,
 amino-C₁-C₈ alkyl,
 5 amino-di(C₁-C₈ alkyl),
 aminocarbonyl,
 carboxamido,
 carbamoyl,
 carbamoyloxy,
 10 formyl,
 formyloxy,
 azido,
 nitro,
 imidazolyl,
 15 ureido,
 thioureido,
 thiocyanato,
 hydroxy,
 C₁-C₆ alkoxy,
 20 mercapto,
 sulfonamido,
 phenoxy,
 phenyl, and
 benzamido;
- 25 R^a is selected from the group
 hydrogen,
 halo(F, Cl, Br, I),
 carboxy,
 amino,
 30 amino-C₁-C₈ alkyl,
 aminocarbonyl,
 carboxamido,
 carbamoyl,
 carbamoyloxy,
 35 formyl,
 formyloxy,

imidazolyl,
 ureido,
 hydroxy,
 C_1-C_6 alkoxy,
 5 sulfonamido,
 het,
 phenoxy and
 phenyl,

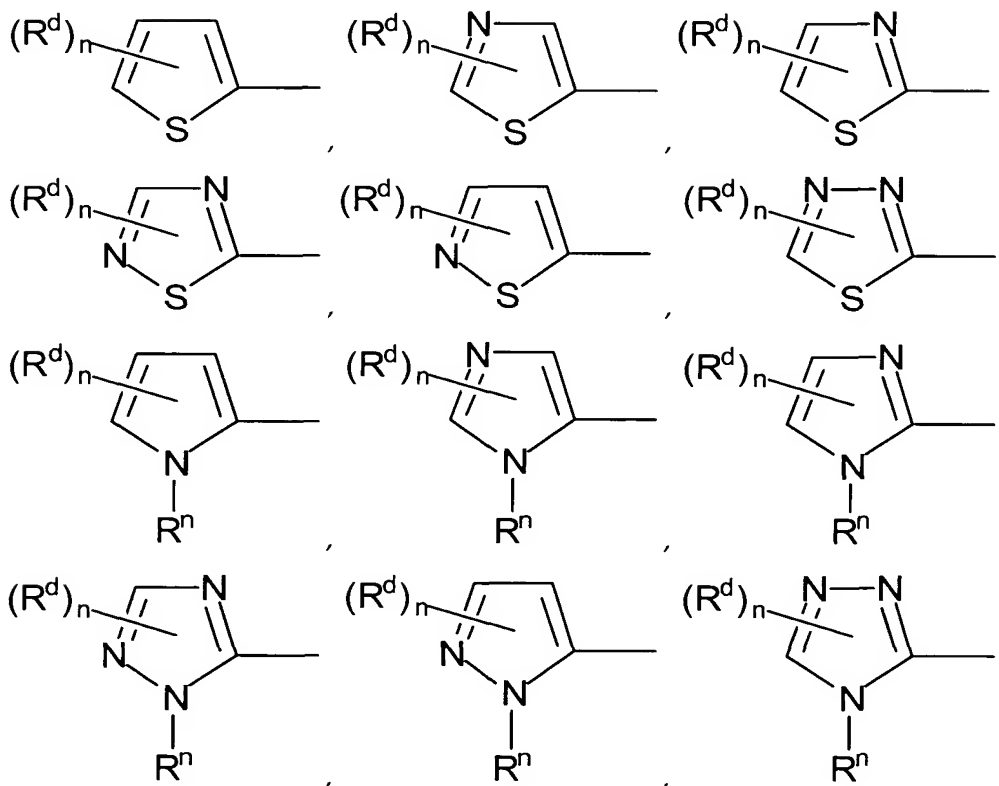
R^C is selected from hydrogen and substituted or unsubstituted

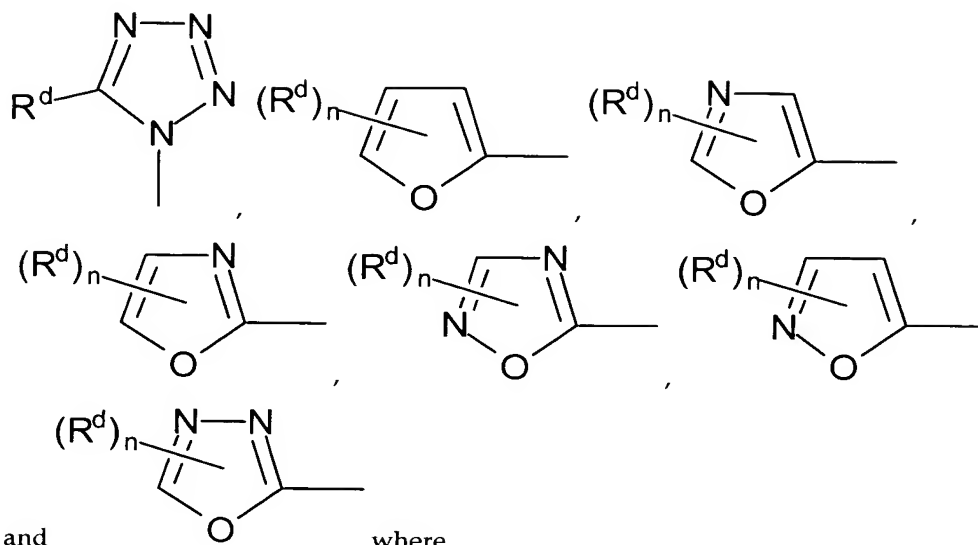
- 10 C_1-C_{10} alkyl,
 C_2-C_{10} alkenyl,
 C_2-C_{10} alkynyl,
 C_3-C_{11} cycloalkyl,
 C_3-C_{10} cycloalkenyl,
 15 C_1-C_6 alkyl- C_6-C_{12} aryl,
 C_6-C_{10} aryl- C_1-C_6 alkyl,
 C_1-C_6 alkyl-het,
 het- C_1-C_6 alkyl,
 C_6-C_{12} aryl,
 20 C_1-C_{10} alkyl-O-,
 C_2-C_{10} alkenyl-O-,
 C_2-C_{10} alkynyl-O-,
 C_3-C_{11} cycloalkyl-O-,
 C_3-C_{10} cycloalkenyl-O-,
 25 C_1-C_6 alkyl- C_6-C_{12} aryl-O-,
 C_6-C_{10} aryl- C_1-C_6 alkyl-O-,
 C_1-C_6 alkyl-het-O-,
 het- C_0-C_6 alkyl-O-,
 C_6-C_{12} aryl-O-



and the substituents on any aryl or het are 1-3 R^d ;

het is selected from the group





R^P and R^d are independently selected from the group

- 5 OH,
- CN,
- NO₂,
- halo(F, Cl, Br, I),
- ORⁿ,
- 10 SRⁿ,
- SORⁿ,
- CF₃,
- R^c,
- NRⁿR^{n'},
- 15 NRⁿC(=O)-O-R^{n'},
- NRⁿC(=O)-R^{n'},
- C₀-C₆alkyl-SO₂-Rⁿ,
- C₀-C₆alkyl-SO₂-NRⁿR^{n'},
- C(=O)-Rⁿ,
- 20 O-C(=O)-Rⁿ,
- C(=O)-O-Rⁿ and
- C(=O)-NRⁿR^{n'},

R^d is a chemical bond when het is a divalent linking group;

R^n and $R^{n'}$ are independently selected from the group

hydrogen,

hydroxy,

5 C_1-C_6 alkyl and

halo(F, Cl, Br, I)- C_1-C_6 alkyl;

V is absent or is an optionally substituted bivalent group selected from

C_1-C_6 alkylene,

C_0-C_3 alkylene-O- C_0-C_3 alkylene,

10 C_2-C_6 alkenylene,

C_0-C_2 alkylene-O- C_2-C_4 alkenylene,

C_3-C_8 cycloalkylene,

C_0-C_6 alkyl- C_6-C_{10} arylene and

C_0-C_6 alky-het;

15 where the substituents on any alkyl are 1-3 R^a and the substituents on any aryl or het are 1-3 R^d ;

W is selected from the group

hydrogen,

$NH-C(=O)-NR^nR^{n'}$,

$NH-C(=O)-R^c$,

20 $C(=O)-NH-C(=O)-R^c$,

$C(=O)-NH-C(=O)-NR^nR^{n'}$,

$C(=O)-NH-SO_2-R^c$,

$C(=O)-NH-SO_2-NR^nR^{n'}$,

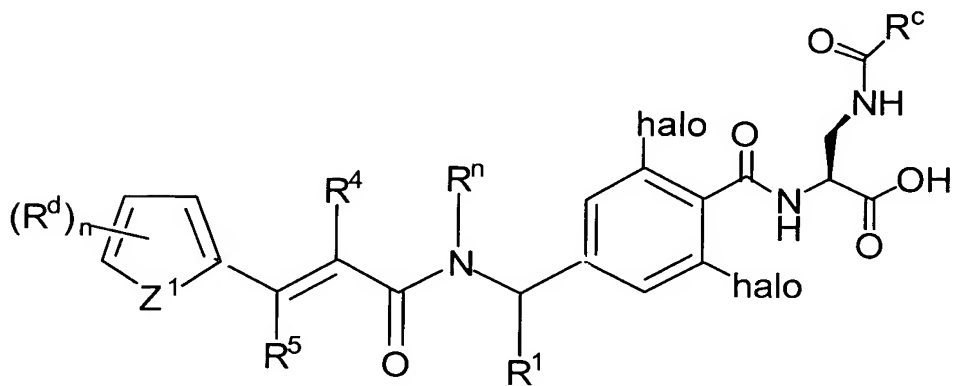
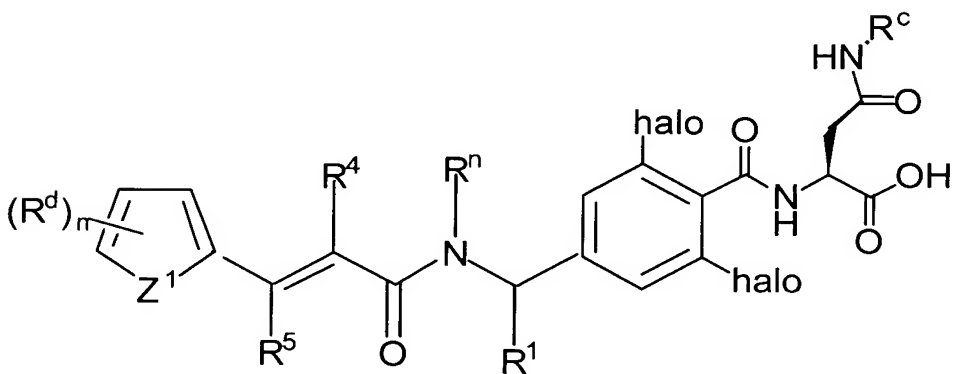
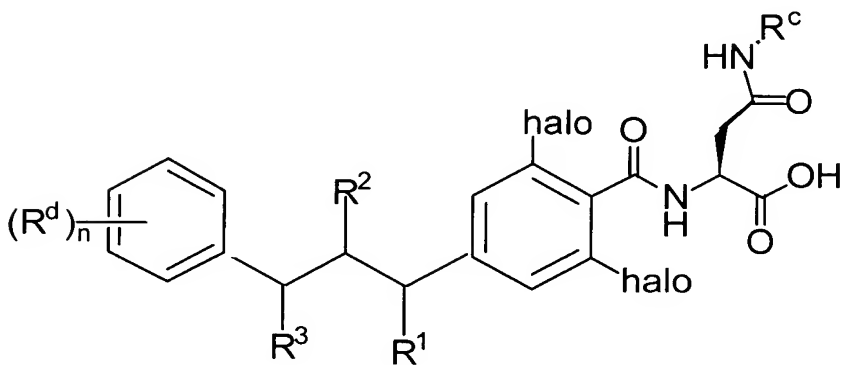
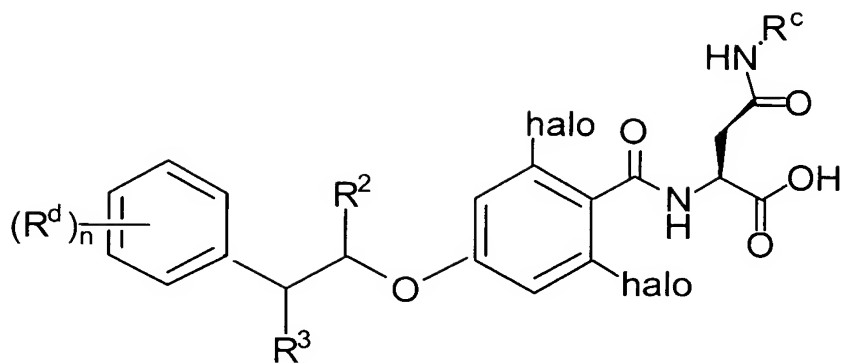
$C(=O)NR^nR^{n'}$,

25 $NH-C(=O)-R^c$ and

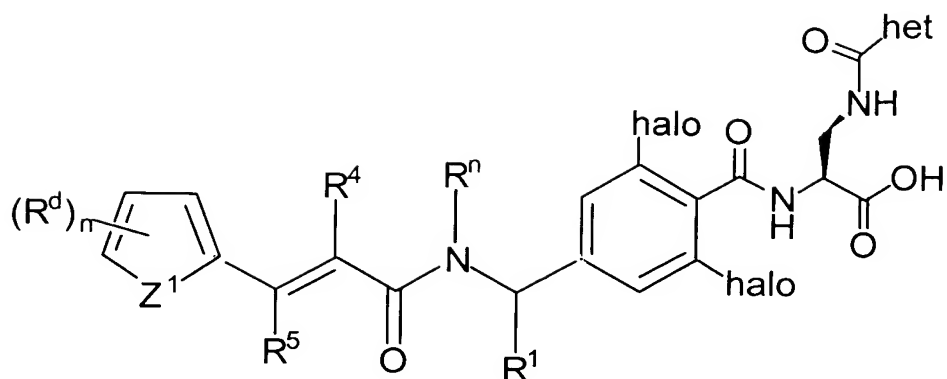
R^d ; and

pharmaceutically acceptable salts thereof.

8) The compound of Claim 6 selected from the group consisting of



5 and



where

R^1, R^2, R^3, R^4 , and R^5 are selected from the group

hydrogen,

C_1 - C_8 alkyl,

C_1 - C_8 alkyl-hydroxy,

halo(F, Cl, Br, I),

halo(F, Cl, Br, I)- C_1 - C_8 alkyl,

amino,

amino- C_1 - C_8 alkyl,

aminocarbonyl- C_0 - C_6 alkyl,

amino-di(C_1 - C_8 alkyl),

carboxamido,

carbamoyl,

carbamoyloxy,

formyl,

formyloxy,

ureido,

hydroxy,

C_1 - C_6 alkoxy,

sulfonamido,

phenyl and

phenoxy,

R^a is selected from the group

hydrogen,

halo(F, Cl, Br, I),

cyano,

isocyanate,
 carboxy,
 amino,
 amino-C₁-C₈ alkyl,
 5 aminocarbonyl,
 carboxamido,
 carbamoyl,
 carbamoyloxy,
 formyl,
 10 formyloxy,
 imidazolyl,
 ureido,
 hydroxy,
 C₁-C₆ alkoxy,
 15 sulfonamido,
 phenoxy and
 phenyl,

R^C is selected from hydrogen and substituted or unsubstituted

C₁-C₁₀ alkyl,
 20 C₂-C₁₀ alkenyl,
 C₂-C₁₀ alkynyl,
 C₃-C₁₁ cycloalkyl,
 C₃-C₁₀ cycloalkenyl,
 C₁-C₆ alkyl-C₆-C₁₂ aryl,
 25 C₆-C₁₀ aryl-C₁-C₆ alkyl,
 C₁-C₆ alkyl-het,
 het-C₁-C₆ alkyl,
 C₆-C₁₂ aryl,
 C₁-C₁₀ alkyl-O-,
 30 C₂-C₁₀ alkenyl-O-,
 C₂-C₁₀ alkynyl-O-,
 C₃-C₁₁ cycloalkyl-O-,

- C_3-C_{10} cycloalkenyl-O-,
 C_1-C_6 alkyl- C_6-C_{12} aryl-O-,
 C_6-C_{10} aryl- C_1-C_6 alkyl-O-,
 C_1-C_6 alkyl-het-O-,
5 het- C_0-C_6 alkyl-O-,
 C_6-C_{12} aryl-O-
 C_1-C_{10} alkyl-NRⁿ-,
 C_2-C_{10} alkenyl-NRⁿ-,
 C_2-C_{10} alkynyl-NRⁿ-,
10 C_3-C_{11} cycloalkyl-NRⁿ-,
 C_3-C_{10} cycloalkenyl-NRⁿ-,
 C_1-C_6 alkyl- C_6-C_{12} aryl-NRⁿ-,
 C_6-C_{10} aryl- C_1-C_6 alkyl-NRⁿ-,
 C_1-C_6 alkyl-het-NRⁿ-,
15 het- C_0-C_6 alkyl-NRⁿ-,
 C_6-C_{12} aryl-NRⁿ- and

het, where the substituents on any alkyl, alkenyl or alkynyl are 1-3 R^a and the substituents on any aryl or het are 1-3 R^d;

R^d are independently selected from the group

- 20 OH,
 C_1-C_6 alkyl,
halo(F, Cl, Br, I),
NO₂,
cyano,
25 ORⁿ,
SRⁿ,

SOR^n ,

CF_3 ,

R^c ,

$\text{NR}^n\text{R}^{n'}$,

5 $\text{NR}^n\text{C}(=\text{O})\text{-O-R}^{n'}$,

$\text{NR}^n\text{C}(=\text{O})\text{-R}^{n'}$,

$\text{C}_0\text{-C}_6\text{alkyl-SO}_2\text{-R}^n$,

$\text{C}_0\text{-C}_6\text{alkyl-SO}_2\text{-NR}^n\text{R}^{n'}$,

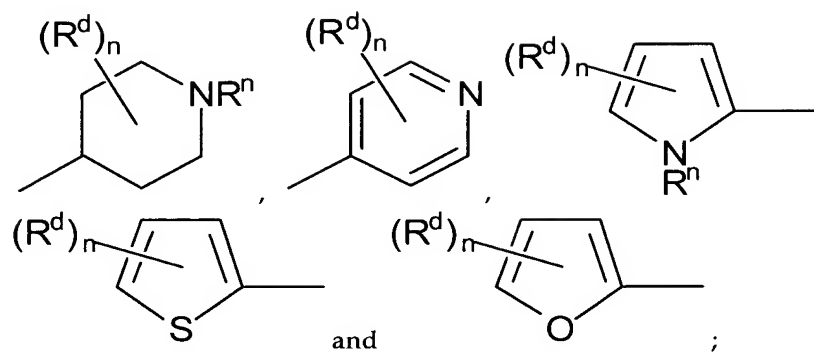
$\text{C}(=\text{O})\text{-R}^n$,

10 $\text{O-C}(=\text{O})\text{-R}^n$,

$\text{C}(=\text{O})\text{-O-R}^n$ and

$\text{C}(=\text{O})\text{-NR}^n\text{R}^{n'}$,

het is selected from the group



15

R^n and $\text{R}^{n'}$ are independently selected from the group

hydrogen,

hydroxyl,

$\text{C}_1\text{-C}_6\text{alkyl}$ and

20

halo(F, Cl, Br, I)- $\text{C}_1\text{-C}_6\text{alkyl}$;

halo is selected from the group F and Cl;

Z^1 is selected from the group NR^n , O and S;

n is 0-3; and

pharmaceutically acceptable salts thereof.

25